

Hearing Date and Time: December 16, 2009 at 2:00 p.m. (ET)

Objection Deadline: December 11, 2009 at 4:00 p.m. (ET)

JONES DAY  
Ross S. Barr  
222 East 41st Street  
New York, New York 10017  
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Facsimile: (212) 755-7306

Special Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re:</b>	:
	:
	: <b>Chapter 11</b>
	:
<b>MOTORS LIQUIDATION COMPANY, et al.</b>	: <b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.,</b>	:
	: <b>(Jointly Administered)</b>
	:
<b>Debtors.</b>	:
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**NOTICE OF HEARING ON FIRST INTERIM APPLICATION OF  
JONES DAY, SPECIAL COUNSEL TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, SEEKING ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. A hearing to consider the First Interim Application of Jones Day, Special Counsel to the Debtors and Debtors in Possession, Seeking Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period from June 1, 2009 Through September 30, 2009 (the "**Application**"), filed by above-captioned special counsel to the debtors and debtors in possession ("**Jones Day**"), shall be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New

York, New York 10004-1408, on **December 16, 2009, at 2:00 p.m. (New York time).**

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with Case Management Order #1 (Docket No. 157) and the Order Establishing Notice and Case Management Procedures (Docket No. 3629) (collectively, the "**Case Management Orders**") so as to be actually received by the parties on the Master Service List (as defined in the Case Management Orders) not later than **4:00 p.m. (New York time) on December 11, 2009** (the "**Objection Deadline**").

3. If no objections are timely filed and served with respect to the Application, Jones Day may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Application, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Application, the Case Management Orders and the Master Service List (as defined in the Case Management Orders) may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at [www.motorsliquidationdocket.com](http://www.motorsliquidationdocket.com).

Dated: November 16, 2009  
New York, New York

/s/ Ross S. Barr  
\_\_\_\_\_  
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SPECIAL COUNSEL TO THE DEBTORS  
AND DEBTORS-IN-POSSESSION

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**UNITED STATES BANKRUPTCY COURT  
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In re:	:
	: Chapter 11
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MOTORS LIQUIDATION COMPANY, <i>et al.</i>	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	:
	: (Jointly Administered)
	:
Debtors.	:
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**FIRST INTERIM APPLICATION OF JONES DAY, SPECIAL COUNSEL TO  
THE DEBTORS AND DEBTORS-IN-POSSESSION, SEEKING ALLOWANCE  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Name of Applicant:	Jones Day
Authorized to Provide Professional Services to:	Motors Liquidation Company and its affiliated debtors and debtors-in-possession
Date of Retention Order:	August 3, 2009 (effective <i>nunc pro tunc</i> to the Petition Date, June 1, 2009)
Period for Which Compensation and Reimbursement are Sought	June 1, 2009 to September 30, 2009
Amount of Professional Fees Sought as Actual, Reasonable, and Necessary:	\$455,396.65
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	\$4,359.53

Total Amount Sought: \$459,756.18

This is an/a: X Interim \_\_\_\_ Final Application.

Aggregate Amounts Paid to Date: \$368,543.27

**Motors Liquidation Company**  
**Jones Day's First Interim Fee Application**  
**June 1, 2009 through September 30, 2009**

Timekeeper		Title	Bar Year	Billing Rate*	First Interim Billed Hours	First Interim Billed Dollars
Bernard	Amory	Partner	1984	675.00	0.30	202.50
Noel	Francisco	Partner	1996	540.00	1.90	1,026.00
Daniel	Hagen	Partner	1980	650.00	2.00	1,300.00
Jeffrey	Jones	Partner	1985	575.00	25.00	14,375.00
J Todd	Kennard	Partner	1997	410.00	50.10	20,541.00
Andrew	Kramer	Partner	1969	832.50	1.50	1,248.75
Douglas	Mansfield	Partner	1994	425.00	2.20	935.00
Evan	Miller	Partner	1981	700.00	19.10	13,370.00
Bevin	Newman	Partner	1995	517.50	0.30	155.25
Steven	Sacher	Partner	1967	750.00	229.00	171,750.00
Robert	Walker	Partner	1982	625.00	33.90	21,187.50
Peter	Wang	Partner	1992	585.00	3.40	1,989.00
Johannes	Zöttl	Partner	1998	525.00	103.10	54,127.50
<b>Partner Totals</b>					<b>471.80</b>	<b>\$ 302,207.50</b>
Philippe	Billot	Of Counsel	1991	675.00	2.60	1,755.00
Pearson	Bownas	Of Counsel	1997	427.50	1.00	427.50
Jeffrey	Leavitt	Of Counsel	1973	600.00	0.50	300.00
Owen	Nee Jr	Of Counsel	1973	650.00	1.20	780.00
Sara	Pikofsky	Of Counsel	1997	472.50	0.50	236.25
<b>Of Counsel Totals</b>					<b>5.80</b>	<b>\$ 3,498.75</b>
David	Beck	Associate	2000	375.00	16.20	6,075.00
Stephanie	Curiel	Associate	2001	405.00	9.00	3,645.00
Miguel	Eaton	Associate	2006	306.00	3.40	1,040.40
Mirjam	Erb	Associate	2008	300.00	6.30	1,890.00
Wednesday	Forest	Associate	2005	205.00	1.20	246.00
Junxia	Jernejcic	Associate	2002	300.00	18.45	5,535.00
Jessica	Kastin	Associate	2002	495.00	1.80	891.00
Kevin	Noble	Associate	2003	375.00	267.20	100,200.00
Robbin	Rahman	Associate	2000	360.00	0.70	252.00
Erin	Shencopp	Associate	2003	360.00	1.40	504.00
Yizhe	Zhang	Associate	2005	360.00	5.00	1,800.00
<b>Associate Totals</b>					<b>330.65</b>	<b>\$ 122,078.40</b>
Lynne	Fischer	Staff Atty	1996	225.00	40.70	9,157.50
Tanja	Neumann	Staff Atty	2001	270.00	64.60	17,442.00
<b>Staff Atty. Totals</b>					<b>105.30</b>	<b>\$ 26,599.50</b>
Benjamin	Laux	Law Clerk		202.50	5.00	1,012.50
<b>Law Clerk Totals</b>					<b>5.00</b>	<b>\$ 1,012.50</b>
<b>Grand Totals</b>					<b>918.55</b>	<b>\$ 455,396.65</b>

**Blended Hourly  
Rate**

**\$ 495.78**

\* Billing Rates reflect the agreed-upon discounted rates between Jones Day and the Debtors and not Jones Day's standard billing rates.

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**UNITED STATES BANKRUPTCY COURT  
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<b>f/k/a General Motors Corp., et al.,</b>	:
	: <b>(Jointly Administered)</b>
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<b>Debtors.</b>	:
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**FIRST INTERIM APPLICATION OF JONES DAY, SPECIAL COUNSEL TO  
THE DEBTORS AND DEBTORS-IN-POSSESSION, SEEKING ALLOWANCE  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

TO THE HONORABLE ROBERT E. GERBER,  
UNITED STATES BANKRUPTCY JUDGE

Jones Day, special counsel to the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), hereby submits this first interim application (the "**Application**") seeking (a) allowance of compensation for professional services rendered by Jones Day to the Debtors in the amount of \$455,396.65 and (b) reimbursement of expenses and disbursements incurred by Jones Day in the rendition of those professional services on behalf of the Debtors in the amount of \$4,359.53, in each case for the period from June 1, 2009 through September 30, 2009 (the "**Compensation Period**") (which fee and expense

requests include \$368,543.27 in fees and expenses already paid under the Interim Compensation Order), pursuant to sections 330(a) and 331 of the United States Bankruptcy Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "**UST Guidelines**"), General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "**Local Guidelines**") and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered in these cases on August 7, 2009 (Docket No. 3711) (the "**Interim Compensation Order**" and, collectively with the UST Guidelines and the Local Guidelines, the "**Guidelines**"). In support of this Application, Jones Day respectfully represents as follows:

### **Background**

1. On June 1, 2009 (the "**Petition Date**"), the Debtors filed a motion requesting, *inter alia*, an order pursuant to 11 U.S.C. §§ 105, 363(b), (f) and (m), and 365, authorizing and approving (a) the sale of substantially all of the Debtors' assets pursuant to a proposed Master Sale and Purchase Agreement and related agreements among the Debtors and Vehicle Acquisition Holdings LLC, a purchaser sponsored by the United States Department of the Treasury, free and clear of liens, claims, encumbrances and other interests, including any successor liabilities (the "**363 Transaction**"); (b) the assumption and assignment of executory contracts and unexpired leases of personal property and of nonresidential real property; and (c) the approval of a related settlement with the United Autoworkers, subject to higher or better offers.



2. On July 5, 2009, the Court approved the 363 Transaction, and on July 10, 2009, the 363 Transaction closed.

### **Jurisdiction and Venue**

3. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

4. Pursuant to this Application, Jones Day hereby seeks interim allowance of: (a) compensation for professional services rendered during the Compensation Period in the aggregate amount of \$455,396.65; and (b) reimbursement of expenses and disbursements incurred in connection with such services in the aggregate amount of \$4,359.53. As described in more detail below, \$368,543.27 in fees and expenses have already been paid under the Interim Compensation Order, leaving \$91,212.91 of the requested compensation and reimbursement of expenses which has not yet been paid.

5. Prefixed to this Application is the cover sheet required by the UST Guidelines, which includes a schedule setting forth the names of all Jones Day professionals and paraprofessionals who have performed services for which compensation is sought, each such individual's position in the firm and, with respect to attorneys, the year each attorney was first admitted to practice law. In addition, the schedule sets forth for each person (a) the hourly rate during the Compensation Period, (b) the total hours billed for which compensation is sought and (c) the total compensation requested for such hours.

6. Attached hereto as **Exhibit A** is a summary of hours billed and fees charged by Jones Day for each project category it used in recording time for these chapter 11 cases. Attached hereto as **Exhibit B** is a summary of different categories of expenses and related

expense amounts for which Jones Day is seeking reimbursement. Attached collectively hereto as **Exhibit C** are copies of each of the monthly statements (the "**Monthly Statements**") prepared by Jones Day for the compensation period and provided to the Debtors and certain other parties in accordance with the Interim Compensation Order. Attached hereto as **Exhibit D** is the certification of J. Todd Kennard with respect to this Application pursuant to the Local Guidelines. Attached hereto as **Exhibit E** is a proposed form of order granting this Application.

### **Jones Day's Retention and Services Provided**

#### **Jones Day's Retention**

7. On July 21, 2009, the Debtors filed their Application Under 11 U.S.C. § 327(e) Authorizing Debtors to Employ and Retain Jones Day as Special Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 3282) (the "**Retention Application**"). On August 3, 2009, the Court entered its Order Pursuant to 11 U.S.C. § 327(e) Authorizing the Employment and Retention of Jones Day as Special Labor Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date (Docket No. 3663) (the "**Retention Order**").

#### **The Monthly Statements**

8. On August 7, 2009, the Court entered the Interim Compensation Order. Pursuant to the Interim Compensation Order, the Court established procedures for the Debtors' payment of interim compensation and reimbursement of expenses of professionals retained in these chapter 11 cases. Pursuant to the Interim Compensation Order, Jones Day has submitted the following Monthly Statements to the Debtors with respect to the Compensation Period and served them on the parties required to be served under the Interim Compensation Order:

- (a) For June 1, 2009 through June 30, 2009 — fees of \$329,936.40 and expenses of \$1,967.51 (the "**June Statement**");

- (b) For July 1, 2009 through July 31, 2009 — fees of \$125,365.25 and expenses of \$2,334.44 (the "**July Statement**");<sup>1</sup> and
- (c) For August 1, 2009 through August 1, 2009 — fees of \$230.00 and expenses of \$57.58 (the "**August Statement**").<sup>2</sup>

No objection was made to any of the Monthly Statements. On October 1, 2009, Jones Day received a payment of \$265,916.63, representing 80% of the fees and 100% of the expenses included in the June Statement. Also on October 1, 2009, Jones Day received a payment of \$102,626.64, representing 80% of the fees and 100% of the expenses included in the July Statement.<sup>3</sup> Thus the net amount of fees and expenses for which allowance is requested which is currently unpaid is \$91,212.91.

**Description of Services Rendered by Jones Day**

9. During the Compensation Period, Jones Day professionals and paraprofessionals assisted the Debtors in the following areas:

***Litigation Matters (99.45 hours; \$49,907.00)***

10. Jones Day's work on litigation matters on behalf of the Debtors falls into two broad categories. First, Jones Day defended the Debtors' interests in the *Digwamaje v. General Motors et al.* class action litigation pending in the United States District Court for the Southern District of New York. The plaintiffs in that action assert claims based on the alleged activities of General Motors and numerous other large corporations in South Africa when the South African government was maintaining its apartheid policies. Because this litigation is continuing against other defendants in the action, Jones Day had to devote time during the

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<sup>1</sup> Jones Day has reduced its total request for allowance of compensation by \$135.00 to reflect a reduction in time charges due to an error in the billing rates charged for one attorney in the July Statement.

<sup>2</sup> Jones Day has voluntarily written off all time and expenses incurred on behalf of the Debtors in the month of September 2009.

<sup>3</sup> The \$102,626.64 amount was the net amount received by Jones Day after the Debtors originally sent a larger amount to Jones Day in error and Jones Day returned the excess amount by return wire.

Compensation Period monitoring developments in this litigation and consulting with co-counsel regarding strategy.

11. Second, Jones Day addressed automatic stay issues in the approximately 40 other lawsuits or proceedings in which Jones Day was representing the Debtors prior to the Petition Date. Jones Day personnel filed suggestions of the automatic stay in certain actions and notified opposing counsel concerning the imposition of the automatic stay. Jones Day also responded to inquiries from opposing counsel regarding the stay or possible modifications of the stay in many of these actions. Time in these matters was reported separately in the Monthly Statements by each individual case in which Jones Day was representing the Debtors.

***Antitrust Advice (200.80 hours; \$84,933.75)***

12. Jones Day professionals spent time during the Compensation Period advising the Debtors concerning antitrust reporting requirements for the 363 Transaction and other related transactions in which the Debtors were involved around the world. Time for this advice was reported under the matters in the Monthly Statements entitled "2009 Transaction," "Project Beam" and "Triple Play Analysis."

13. Jones Day professionals also advised the Debtors regarding the antitrust laws' impact on the Debtors' transactions with Delphi in Europe. Time regarding this advice was reported under the matter entitled "Global Steering Business/Delphi."

14. Jones Day attorneys also spent limited time advising the Debtors regarding the completion of a restructuring of certain European operations under the matter entitled "Bank Holding Company." Finally, Jones Day advice concerning certain transactions in China was reported under the matters entitled "China Antitrust Counseling" and "R&D Project Center in China and China IP."

***Labor and ERISA Matters (525.00 hours; \$290,336.40)***

15. The majority of Jones Day's incurred time during the Compensation Period was devoted to advising the Debtors on multiple important labor and ERISA issues.

These matters included:

- 401(k) Stable Value Plan Fund Issues. Jones Day professionals assisted the Debtors with matters relating to the administration of their 401(k) plan and dealing with the various issues related posed by the 363 Transaction, these cases and the Delphi cases. Time related to these issues is reported in the Monthly Statements under the matter entitled "401(k) Stable Value Plan Fund Issues."
- Hourly Pension Plan Stock Contribution. Jones Day professionals advised the Debtors regarding issues posed by the contribution of company stock to the defined benefit pension plan for the Debtors' hourly employees. Time related to these issues is reported under the matter entitled "Hourly Pension Plan Stock Contribution."
- VEBA Advice. Prior to the Petition Date, Jones Day provided extensive advice to the Debtors regarding the VEBA trust established to fund certain retiree liabilities of the Debtors. During the Compensation Period, Jones Day provided extensive advice concerning the changes to these arrangements that were required as part of the 363 Transaction. Time for these matters is reported under the matter entitled "Plan B."
- General Labor. Jones Day also provided general labor advice to the Debtors under the matter entitled "General Labor Matters."

***Retention Matters (93.30 hours; \$30,354.50)***

16. During the Compensation Period, Jones Day was also required to incur substantial time and resources in connection with its formal retention by the Debtors, including time and resources devoted to undertaking, investigating and preparing all of the disclosures and certifications required under the Bankruptcy Code and the Bankruptcy Rules, and preparing the related documentation for the Court relating to retention and statements required. In light of the large nature of the Debtors' businesses and the scope of Jones Day's client base, preparations of the disclosures and other filings in these cases required a significant investment of time and

resources and resulted in an 83-page disclosure of relationships with parties in interest in these cases along with the Retention Application and other certifications and disclosures. The time for which compensation is requested has been reduced significantly as a result of Jones Day's voluntary writeoff of substantial time and expense incurred in the preparation of disclosures, certifications and statements required in the proceedings and review of the Monthly Statements in these cases.

**Expenses Incurred by Jones Day**

17. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed under section 327 of the Bankruptcy Code. Jones Day seeks reimbursement for expenses incurred in rendering services to the Debtors during the Compensation Period, in the total amount of \$4,359.53.

18. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Guidelines, Jones Day maintains the following policies with respect to expenses for which reimbursement is sought herein:

- (a) No amortization of the cost of any investment, equipment or capital outlay is included in the expenses. In addition, for those items or services that Jones Day purchased or contracted from a third party (such as outside copy services), Jones Day seeks reimbursement only for the exact amount billed to Jones Day by the third party vendor and paid by Jones Day to the third party vendor.
- (b) Photocopying by Jones Day was charged at 7 cents per page for black and white copies and \$1.00 per page for color copies. To the extent practicable, Jones Day utilized less expensive outside copying services.
- (c) Telecopying by Jones Day was charged to its clients at the cost of the long distance call required to send the facsimile. No charge was imposed for incoming facsimiles.
- (d) Computer assisted research was billed on a per-search and/or per-minute basis, depending upon the provider.

**Adjustments to Fees and Expenses**

19. Consistent with its own internal policies and to comply with the "reasonableness" requirements of section 330 of the Bankruptcy Code, Jones Day has reviewed its monthly service descriptions and expense detail and has determined that certain fees and expenses should not be charged to the Debtors. This Application reflects these adjustments. The adjustments made by Jones Day result from, among other things: (a) the reduction (or elimination) of fees where the time charged for the particular services exceeded the amount of time that, in Jones Day's estimation, it should have taken the lawyer or the paraprofessional to render the services; (b) the deletion of charges for duplicative or nonproductive services; and (c) other adjustments considered appropriate by Jones Day or required by applicable rules. In total, for the Compensation Period, Jones Day has voluntarily written off time charges aggregating \$16,067.00 and \$95.87 in expenses.

**The Requested Compensation Should Be Allowed**

20. Section 330(a)(1) of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Section 330(a)(3) further provides the following standards for the Court's review of a fee application:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including--

(A) the time spent on such services;

- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

21. Jones Day respectfully submits that it has satisfied the requirements for the allowance of the compensation and reimbursement of expenses sought herein. The services described above, at the time they were provided, were necessary and beneficial to the administration of the Debtors' chapter 11 cases. Jones Day's services were performed in a timely manner, commensurate with the complexity of the issues facing the Debtors and the nature and importance of the problems, issues and tasks. Furthermore, the compensation sought by Jones Day is reasonable because it is based on the customary compensation charged by comparably skilled practitioners outside of bankruptcy. Accordingly, approval of the compensation sought herein is warranted.

22. No agreement or understanding exists between Jones Day and any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of Jones Day. As disclosed in the Retention Application and approved by the Retention Order, certain payments for local counsel to the Debtors are routed through Jones Day



and disclosed as "Consultants Fees" on the Monthly Statements. All of the services for which compensation is sought in this Application were rendered at the request of, and solely on behalf of, the Debtors, and not at the request of, or on behalf of, any other person or entity.

23. Jones Day has received no objections to any of the Monthly Statements from the Debtors or any other party under the Interim Compensation Order or otherwise.

**Waiver of Memorandum of Law**

24. This Application does not raise any novel issues of law. Accordingly, Jones Day respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

**Notice**

25. Notice of this Application and its exhibits will be given to (a) the Debtors; (b) counsel to the Debtors; (c) counsel to the Official Committee of Unsecured Creditors; (d) the U.S. Trustee; and (e) the Master Service List established under the Case Management Order in these cases. Jones Day respectfully submits that no other or further notice is required.

WHEREFORE, Jones Day respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit E**: (a) granting this Application; (b) allowing on an interim basis compensation in the amount of \$455,396.65; (c) allowing on an interim basis reimbursement of expenses in the amount of \$4,359.53 incurred in connection with Jones Day's services during the Compensation Period; (d) authorizing and directing the Debtors to pay to Jones Day any and all unpaid, invoiced amounts for the Compensation Period, which currently is \$91,212.91; and (e) granting to Jones Day such other and further relief as the Court may deem proper.

Dated: November 16, 2009  
New York, New York

/s/ Ross S. Barr

Ross S. Barr

JONES DAY

222 East 41st Street

New York, New York 10017

Telephone: (212) 326-3939

Facsimile: (212) 755-7306

SPECIAL COUNSEL TO THE DEBTORS  
AND DEBTORS-IN-POSSESSION

**EXHIBIT A**

**Motors Liquidation Company**  
**Jones Day's First Interim Fee Application**  
**June 1, 2009 through September 30, 2009**  
**Exhibit A**

	June 2009		July 2009		August 2009			
Matter Name	Hours Billed	Dollars Billed	Hours Billed	Dollars Billed	Hours Billed	Dollars Billed	First Interim Total Hours	First Interim Total Dollars
Litigation Matters								
Abercrombie Chevrolet, Inc.	1.40	673.00	-	-	-	-	1.40	673.00
North Shore, Inc., d/b/a Muller's GMC	0.90	484.50	2.40	1,198.50	-	-	3.30	1,683.00
Midway Motor Sales Bankruptcy	1.00	575.00	0.40	197.00	-	-	1.40	772.00
Rosenthal Chevrolet	0.80	394.00	-	-	-	-	0.80	394.00
Patsy Lou Pontiac, Inc.	0.80	427.00	-	-	-	-	0.80	427.00
Wilson Bros., Inc.	0.40	120.00	-	-	-	-	0.40	120.00
Guyler Buick Pontiac GMC, Inc.	3.10	1,304.00	-	-	-	-	3.10	1,304.00
Vande Hey Brantmeier	0.70	320.00	-	-	-	-	0.70	320.00
Major Cadillac, Inc.	1.30	500.00	0.60	295.50	0.20	115.00	2.10	910.50
Huff, Adam S.	0.70	402.50	-	-	-	-	0.70	402.50
Michael Field Litigation	0.40	164.00	1.00	476.00	0.20	115.00	1.60	755.00
Harry Brown LLC	2.40	1,017.00	-	-	-	-	2.40	1,017.00
Quinn Chevrolet Buick, Inc. Protest 2	0.60	279.00	3.20	1,264.00	-	-	3.80	1,543.00
Chuck Hutton Chevrolet Co.	0.50	287.50	-	-	-	-	0.50	287.50
Mike Van Chevrolet, Inc.	0.50	180.00	-	-	-	-	0.50	180.00
Cothorn-Varnadore Chevrolet-Olds, Inc.	0.20	72.00	-	-	-	-	0.20	72.00
Napleton Motor Corporation	1.80	769.00	0.60	302.00	-	-	2.40	1,071.00
Huntley Chevrolet Dealership	0.90	377.00	-	-	-	-	0.90	377.00
Serra Chevrolet Litigation	1.10	599.50	0.50	238.00	-	-	1.60	837.50
Valufleet LLC	0.90	325.00	-	-	-	-	0.90	325.00
Great Country Motors	0.80	427.00	-	-	-	-	0.80	427.00
Crippen Auto Mall, Inc.	2.00	919.00	0.30	123.00	-	-	2.30	1,042.00
Spitzer Buick-Cadillac, Inc.	0.60	279.00	0.70	353.00	-	-	1.30	632.00
Blue Grass Automotive, Inc.	3.60	1,212.00	-	-	-	-	3.60	1,212.00
Bay Chevrolet Corporation	2.20	1,144.00	1.00	443.00	-	-	3.20	1,587.00
J.T.E. Epps Motors, Inc.	0.90	407.50	-	-	-	-	0.90	407.50
Drake Chevrolet Olds Pontiac, Inc.	0.40	120.00	0.30	90.00	-	-	0.70	210.00
Bob Hook of Shelbyville, LLC	0.90	407.50	0.50	287.50	-	-	1.40	695.00
The Robke Chevrolet Company	1.10	489.50	0.50	287.50	-	-	1.60	777.00
Southview Chevrolet Co.	0.70	287.00	-	-	-	-	0.70	287.00
Thoroughbred Chevrolet, Inc.	2.80	917.00	0.50	287.50	-	-	3.30	1,204.50
Dobson Pontiac-GMC, Inc.	0.60	235.00	1.50	505.00	-	-	2.10	740.00
Lee Motors, LLC	0.65	217.00	0.80	377.50	-	-	1.45	594.50
Jeff Jones Chevrolet-Pontiac-Buick, Inc.	0.20	115.00	1.00	355.00	-	-	1.20	470.00
Robert B. Silliman	0.70	402.50	5.50	1,842.50	-	-	6.20	2,245.00
Digwamaje v GM Corporation, et al.	32.60	20,016.00	4.20	2,625.00	-	-	36.80	22,641.00
Alley's of Kingsport, Inc.	1.40	689.50	0.20	115.00	-	-	1.60	804.50
MWT, Inc. dba Montrose Chevrolet	-	-	0.40	230.00	-	-	0.40	230.00
Martin Chevrolet, Inc.	-	-	0.20	115.00	-	-	0.20	115.00
Spitzer Autoworld Canton, LLC	-	-	0.20	115.00	-	-	0.20	115.00
Litigation Matter Totals	72.55	37,554.50	26.50	12,122.50	0.40	230.00	99.45	49,907.00
Antitrust Advice								
Triple Play Analysis	3.00	931.50	-	-	-	-	3.00	931.50
Global Steering Business/Delphi	61.40	28,474.50	59.30	22,014.00	-	-	120.70	50,488.50
2009 Transaction (GM C/M No. 669475)	8.80	4,071.75	-	-	-	-	8.80	4,071.75
Project Beam	36.90	14,916.75	14.10	6,252.75	-	-	51.00	21,169.50
Bank Holding Company	7.20	3,240.00	4.40	2,295.00	-	-	11.60	5,535.00
China Antitrust Counseling	4.50	1,957.50	-	-	-	-	4.50	1,957.50
R & D Center Project in China and China								
IP Advice	-	-	1.20	780.00	-	-	1.20	780.00
Antitrust Matter Totals	121.80	53,592.00	79.00	31,341.75	-	-	200.80	84,933.75
Labor and ERISA A115Matters								
General Labor Advice	3.10	2,040.75	0.20	99.00	-	-	3.30	2,139.75
401(k) Plan Stable Value Fund Issues	63.30	39,098.75	85.60	44,922.50	-	-	148.90	84,021.25
Hourly Pension Plan Stock Contribution	58.20	21,825.00	-	-	-	-	58.20	21,825.00
VEBA Litigation/Settlement Agreement	-	-	2.00	1,500.00	-	-	2.00	1,500.00
Plan B	305.90	175,825.40	6.70	5,025.00	-	-	312.60	180,850.40

**Motors Liquidation Company**  
**Jones Day's First Interim Fee Application**  
**June 1, 2009 through September 30, 2009**  
**Exhibit A**

<b>Matter Name</b>	<b>June 2009</b>		<b>July 2009</b>		<b>August 2009</b>		<b>First Interim Total Hours</b>	<b>First Interim Total Dollars</b>
	<b>Hours Billed</b>	<b>Dollars Billed</b>	<b>Hours Billed</b>	<b>Dollars Billed</b>	<b>Hours Billed</b>	<b>Dollars Billed</b>		
<b>Labor and ERISA Matter Totals</b>	430.50	238,789.90	94.50	51,546.50	-	-	525.00	290,336.40
<b>Retention Matters</b>								
Retention Issues	-	-	93.30	30,354.50	-	-	93.30	30,354.50
Post-billing Adjustment to July Invoice		-		(135.00)	-	-	-	(135.00)
<b>First Interim Matter Totals</b>	<b>624.85</b>	<b>329,936.40</b>	<b>293.30</b>	<b>125,230.25</b>	<b>0.40</b>	<b>230.00</b>	<b>918.55</b>	<b>455,396.65</b>

**EXHIBIT B**

**Motors Liquidation Company**  
**Jones Day's First Interim Fee Application**  
**June 1, 2009 through September 30, 2009**  
**Exhibit B**

<b>Category</b>	<b>June 2009</b>	<b>July 2009</b>	<b>Aug. 2009</b>	<b>First Interim Expense Totals</b>
Computerized Research Services	8.24	2.00	8.08	\$ 18.32
Consultants and Agents Fees	1,059.76	1,445.37	49.50	\$ 2,554.63
Courier Services	39.54	74.93		\$ 114.47
Document Reproduction Charges	583.03	776.09		\$ 1,359.12
Copying	0.07			\$ 0.07
Telephone	5.36			\$ 5.36
Delivery Services/Messengers	34.24			\$ 34.24
Long Distance	13.46	6.00		\$ 19.46
United Parcel Service Charges	223.81	30.05		\$ 253.86
<b>Monthly Totals</b>	<b>\$ 1,967.51</b>	<b>\$ 2,334.44</b>	<b>\$ 57.58</b>	<b>\$ 4,359.53</b>

**EXHIBIT C**



## JONES DAY

325 JOHN H. MCCONNELL BOULEVARD, SUITE 600  
COLUMBUS, OHIO 43215-2673  
TELEPHONE: 614.469.3939 • FACSIMILE: 614.461.4198

MAILING ADDRESS  
P.O. BOX 165017  
COLUMBUS, OHIO 43216-5017

Direct Number: (614) 281-3989  
jtkennard@jonesday.com

JP090391:cmp  
316710-810001

August 14, 2009

### **VIA UPS OVERNIGHT (MONDAY DELIVERY)**

Mr. Ted Stenger  
Motors Liquidation Company  
300 Renaissance Center  
Detroit, Michigan 48265

Stephen Karotkin, Esq.  
Joseph Smolinsky, Esq.  
Weil, Gotshal & Manges, LLP  
767 Fifth Avenue  
New York, New York 10153

Thomas Moers Mayer, Esq.  
Robert Schmidt, Esq.  
Kramer Levin Naftalis & Frankel, LLP  
1177 Avenue of the Americas  
New York, New York 10036

Diana G. Adams, Esq.  
Office of the United States Trustee  
33 Whitehall Street, 22nd Floor  
New York, New York 10004

Re: Jones Day Monthly Fee Statement, In re Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al., No. 09-50026 (REG)

Dear Mr. Stenger and Counsel:

Pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professions entered August 7, 2009 ("Fee Procedure Order") and pursuant to Order Pursuant to 11 U.S.C. §§ 327(3) Authorizing the Employment and Retention of Jones Day as Special Counsel for the Debtors, Nunc Pro Tunc to the Petition Date entered August 3, 2009, this letter and its attachment serves as the Monthly Statement (as defined in the Fee Procedure Order) of Jones Day for the period June 1 to June 30, 2009. Attached hereto is an invoice which includes: (a) a summary listing all individuals and their respect titles who provided services during the period covered by the Monthly Statement and the aggregate hours spent by each individual; (b) a summary of the disbursements by Jones Day for June 2009; and (c) the detailed time entries for the services rendered by Jones Day to the Debtors during June 2009.

Pursuant the Court's Order, each Notice Party (as such term is defined in the Fee Procedure Order) has 15 days following receipt of this Monthly Statement to make any objections to this monthly statement. If no objections are timely made, the Debtors will be authorized to pay \$265,916.63, which represents 80% of the fees (\$329,936.40) and 100% of the expenses (\$1,967.51) identified in the attached invoice.

COI-1427063v2

Mr. Ted Stenger  
Stephen Karotkin, Esq.  
Thomas Moers Mayer, Esq.  
Diana G. Adams, Esq.  
August 14, 2009  
Page 2

Thank you for your attention to this matter. If you have any questions, please let us know.

Very truly yours,



J. Todd Kennard

cc: Andrew Kramer, Esq.  
Jeffrey J. Jones, Esq.

IN ACCOUNT WITH

**JONES DAY**

**Washington Office**  
51 Louisiana Avenue, N.W.  
Washington, D.C. 20001-2113  
(202) 879-3939

Please Remit To:  
P. O. Box 7805 Ben Franklin Station  
Washington, D.C. 20044

Federal Identification Number: 34-0319085

August 14, 2009

316710

Invoice: 32137155

General Motors Corporation  
300 Renaissance Center  
P.O. Box 300  
Mail Code 482-C25-C64  
Detroit, MI 48265-3000  
U.S.A.

For legal services rendered for the period through June 30, 2009:

Abercrombie Chevrolet, Inc.	1.40	673.00
North Shore, Inc., d/b/a Muller's GMC	0.90	484.50
Midway Motor Sales Bankruptcy	1.00	575.00
Rosenthal Chevrolet	0.80	394.00
Patsy Lou Pontiac, Inc.	0.80	427.00
Wilson Bros., Inc.	0.40	120.00
Guyler Buick Pontiac GMC, Inc.	3.10	1,304.00
Vande Hey Brantmeier	0.70	320.00
Major Cadillac, Inc.	1.30	500.00
Huff, Adam S.	0.70	402.50
Michael Field Litigation	0.40	164.00
Harry Brown LLC	2.40	1,017.00
Quinn Chevrolet Buick, Inc. Protest 2	0.60	279.00
Chuck Hutton Chevrolet Co.	0.50	287.50
Mike Van Chevrolet, Inc.	0.50	180.00
Cothern-Varnadore Chevrolet-Olds, Inc.	0.20	72.00
Napleton Motor Corporation	1.80	769.00
Huntley Chevrolet Dealership	0.90	377.00
Serra Chevrolet Litigation	1.10	599.50
Valufleet LLC	0.90	325.00
Great Country Motors	0.80	427.00
Crippen Auto Mall, Inc.	2.00	919.00
Spitzer Buick-Cadillac, Inc.	0.60	279.00
Blue Grass Automotive, Inc.	3.60	1,212.00
Bay Chevrolet Corporation	2.20	1,144.00
J.T.E. Epps Motors, Inc.	0.90	407.50
Drake Chevrolet Olds Pontiac, Inc.	0.40	120.00

Pg 28 of 152  
**JONES DAY**

Bob Hook of Shelbyville, LLC	0.90	407.50
The Robke Chevrolet Company	1.10	489.50
Southview Chevrolet Co.	0.70	287.00
Thoroughbred Chevrolet, Inc.	2.80	917.00
Dobson Pontiac-GMC, Inc.	0.60	235.00
Lee Motors, LLC	0.65	217.00
Jeff Jones Chevrolet-Pontiac-Buick, Inc.	0.20	115.00
Robert B. Silliman	0.70	402.50
Digwamaje, Hermina vs General Motors Corporation, et al.	32.60	20,016.00
General Labor Advice	3.10	2,040.75
401(k) Plan Stable Value Fund Issues	63.30	39,098.75
Hourly Pension Plan Stock Contribution	58.20	21,825.00
Triple Play Analysis	3.00	931.50
Global Steering Business/Delphi	61.40	28,474.50
2009 Transaction (GM C/M No. 669475)	8.80	4,071.75
Project Beam	36.90	14,916.75
Alley's of Kingsport, Inc.	1.40	689.50
Bank Holding Company	7.20	3,240.00
Plan B	305.90	175,825.40
China Antitrust Counseling	4.50	1,957.50

Total Fees	624.85	USD	329,936.40
Total Disbursements & Charges		USD	<u>1,967.51</u>

<b>TOTAL</b>		<b>USD</b>	<b><u>331,903.91</u></b>
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**JONES DAY**

General Motors Corp.

**FEE SUMMARY - June 30, 2009**

<i>Timekeeper Name</i>	<i>Title</i>	<i>Bar Year</i>	<i>Billing Rate</i>	<i>Billed Hours</i>	<i>Total Fees</i>
B E AMORY	PARTNER	1984	675.00	0.30	202.50
N J FRANCISCO	PARTNER	1996	540.00	1.90	1,026.00
D C HAGEN	PARTNER	1980	650.00	2.00	1,300.00
J J JONES	PARTNER	1985	575.00	14.70	8,452.50
J KENNARD	PARTNER	1997	410.00	10.20	4,182.00
A M KRAMER	PARTNER	1969	832.50	1.50	1,248.75
D M MANSFIELD	PARTNER	1994	425.00	2.20	935.00
E MILLER	PARTNER	1981	700.00	16.80	11,760.00
S J SACHER	PARTNER	1967	750.00	188.10	141,075.00
R S WALKER	PARTNER	1982	625.00	29.70	18,562.50
P J WANG	PARTNER	1992	585.00	3.40	1,989.00
J ZÖTTL	PARTNER	1998	525.00	71.00	37,275.00
TOTAL				341.80	228,008.25
P BILLOT	OF COUNSEL	1991	675.00	1.20	810.00
P N BOWNAS	OF COUNSEL	1997	427.50	1.00	427.50
J S LEAVITT	OF COUNSEL	1973	600.00	0.50	300.00
S R PIKOFISKY	OF COUNSEL	1997	472.50	0.50	236.25
TOTAL				3.20	1,773.75
S CURIEL	ASSOCIATE	2001	405.00	6.00	2,430.00
M F EATON	ASSOCIATE	2006	306.00	3.40	1,040.40
J T JERNEJCIC	ASSOCIATE	2002	300.00	10.95	3,285.00
J KASTIN	ASSOCIATE	2002	495.00	1.60	792.00
K R NOBLE	ASSOCIATE	2003	375.00	216.10	81,037.50
R S RAHMAN	ASSOCIATE	2000	360.00	0.70	252.00
E L SHENCOPP	ASSOCIATE	2003	360.00	1.20	432.00
Y ZHANG	ASSOCIATE	2005	360.00	5.00	1,800.00
TOTAL				244.95	91,068.90
T NEUMANN	STAFF ATTY	2001	270.00	29.90	8,073.00
TOTAL				29.90	8,073.00
B LAUX	LAW CLERK		202.50	5.00	1,012.50
TOTAL				5.00	1,012.50
<b>TOTAL</b>				<b>624.85</b>	<b>USD 329,936.40</b>

**JONES DAY**

General Motors Corp.

**DISBURSEMENT SUMMARY - June 30, 2009**

Computerized Research Services	8.24
Consultants and Agents Fees	1,059.76
Courier Services	39.54
Document Reproduction Charges	583.03
E101 Copying	0.07
E105 Telephone	5.36
E107 Delivery Services/Messengers	34.24
Lexis Search Fees	0.00
Long Distance	13.46
Travel - Food and Beverage Expenses	0.00
United Parcel Service Charges	223.81

**TOTAL****USD 1,967.51**

**JONES DAY**

Abercrombie Chevrolet, Inc.

Page 1

06/07/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy in various GM cases, including Abercrombie (.10); draft email to J. Jones (Jones Day) regarding same (.10).		
06/08/09	J J JONES	0.40	230.00
	Review docket, memo from local counsel and forms (.10); review notice of suggestion of bankruptcy (.10); communicate with J. Lines (Client) (.20)		
06/08/09	J KENNARD	0.20	82.00
	Attend to GM bankruptcy notice and communicate with J. Jones (Jones Day) regarding same (.10); draft email to Abercrombie local counsel regarding same (.10).		
06/11/09	J KENNARD	0.20	82.00
	Review mail from local counsel regarding bankruptcy forms and draft/review emails to/from M. Moore (Client) regarding same (.10); review notice of bankruptcy (prior day), draft email to local counsel regarding same (prior day) and review email from local counsel regarding notice of bankruptcy (prior day) (.10).		
06/19/09	J J JONES	0.20	115.00
	Conference with T. Kennard (Jones Day) regarding stay vis a vis M. Moore (Client) (.10); conference with J. Lines (Client) and draft memo to T. Kennard (.10).		
06/19/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy and correspondence to opposing counsel (prior day), review emails to/from local counsel regarding same (prior day) (.10); communicate with J. Jones (Jones Day) regarding effect of automatic stay as to claims against M. Moore (Client) and review email from J. Jones (Jones Day) regarding case status (.10).		

**TOTAL****1.40****USD****673.00**

**JONES DAY**

North Shore, Inc., d/b/a Muller's GMC

Page 1

06/03/09	J J JONES	0.20	115.00
	Conference with Kennard (Jones Day) regarding appeal and appeal briefs (.10); review multiple memoranda from Kennard (Jones Day), draft memo to Kennard (Jones Day) and review memo from Levin (Burke Warren) regarding appeal and appeal briefs (.10).		
06/04/09	J J JONES	0.50	287.50
	Multiple conferences with Kennard (Jones Day) regarding stay and briefing (.20); review notice of suggestion of bankruptcy; draft multiple memoranda to Gower (Hinshaw & Culbertson) and teleconference with Gower (Hinshaw & Culbertson) (.20); review correspondence from AG; review motion from AG and review memo from Riashi (Client) (.10).		
06/04/09	J KENNARD	0.20	82.00
	Calls with Gower (Hinshaw & Culbertson) regarding notice of bankruptcy (.10); review/draft emails regarding same and communicate with J. Jones (Jones Day) (.10).		
<b>TOTAL</b>		<b>0.90</b>	<b>USD 484.50</b>



**JONES DAY**

Midway Motor Sales Bankruptcy

Page 1

06/23/09	J J JONES	0.50	287.50
	Review multiple memoranda regarding files, settlement agreements, dismissal entries, and records for GM (.50).		
06/25/09	J J JONES	0.50	287.50
	Review multiple memoranda from White (Client) regarding settlement, dismissal and orders (.20); review files; review pleadings; draft/revise multiple memoranda to GM regarding settlement, dismissal and orders (.30).		
<b>TOTAL</b>		<b>1.00</b>	<b>USD 575.00</b>

**JONES DAY**

Rosenthal Chevrolet

Page 1

06/09/09	J KENNARD	0.20	82.00
	Review various emails related to Notices of Bankruptcy in pending GM cases (.10); draft emails regarding same; telephone call with J. Witalec (Jones Day) regarding effect of automatic stay on pending cases (.10).		
06/10/09	J J JONES	0.20	115.00
	Review multiple memoranda from T. Kennard (Jones Day) regarding entry and review memo regarding notices (.10); draft memo regarding notices and draft memo to T. Kennard (Jones Day) (.10).		
06/10/09	J KENNARD	0.20	82.00
	Draft emails to B. Greene (Seltzer Greene) and C. Lesnek-Cooper (Client) regarding notice of bankruptcy (.10); review notice of bankruptcy and related correspondence, email from B. Greene and calls with B. Greene regarding notice of bankruptcy and related correspondence (.10).		
06/11/09	J J JONES	0.20	115.00
	Review notices, correspondence, and filings (.10); conference with Kennard (Jones Day) regarding notice of suggestion of stay, and procedural issues (.10).		
<b>TOTAL</b>		<b>0.80</b>	<b>USD 394.00</b>

**JONES DAY**Patsy Lou Pontiac, Inc.

Page 1

06/09/09	J J JONES	0.20	115.00
Communicate with Riashi (Client) and Kennard (Jones Day) regarding appeal (.10); review notice of oral argument, docket, and file materials regarding appeal (.10).			
06/10/09	J J JONES	0.20	115.00
Communicate with Kennard (Jones Day) regarding oral argument, stay, and notices (.10); review notice of oral argument, stay, and docket (.10).			
06/12/09	J KENNARD	0.20	82.00
Communicate and email with Moore (Dykema Gossett) regarding notice of bankruptcy and correspondence (.10); review correspondence from appellate court regarding bankruptcy and draft/send emails to Riashi (Client) and J. Jones (Jones Day) regarding same (.10).			
06/23/09	J J JONES	0.20	115.00
Review Court orders (.10); communicate with Riashi (Client) and local counsel regarding stay and orders (.10).			
<b>TOTAL</b>		<b>0.80</b>	<b>USD 427.00</b>

**JONES DAY**Wilson Bros., Inc.Page 1

06/22/09	J T JERNEJCIC	0.20		60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).			
06/30/09	J T JERNEJCIC	0.20		60.00
	Revise letter and filing regarding bankruptcy notice (.20).			
	<b>TOTAL</b>	<b>0.40</b>	<b>USD</b>	<b>120.00</b>

**JONES DAY**

Guyler Buick Pontiac GMC, Inc.

Page 1

06/04/09	D M MANSFIELD	0.20	85.00
	Review/analyze issues regarding filing bankruptcy notice and review correspondence regarding same (.20).		
06/05/09	D M MANSFIELD	0.20	85.00
	Review/analyze correspondence regarding bankruptcy notice filing (.20).		
06/07/09	J KENNARD	0.50	205.00
	Review notices of bankruptcy in various GM cases, including Pierson matters, federal court and Motor Vehicle Dealer Board(.40); email to J. Jones (Jones Day) regarding same (.10).		
06/08/09	D M MANSFIELD	0.50	212.50
	Review/analyze bankruptcy notices and correspondence regarding same (.20); communicate with T. Kennard (Jones Day) (.10); review correspondence from J. Jones (Jones Day) on matter issues (.20).		
06/10/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy (federal and dealer board) and related correspondence and communicate with D. Mansfield (Jones Day) regarding same (.10); review prior correspondence in protest for ALJ information (.10).		
06/10/09	D M MANSFIELD	0.20	85.00
	Review bankruptcy filing notices (.10); communicate with T. Kennard (Jones Day) regarding same (.10).		
06/11/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy - federal court action and notice of bankruptcy - Ohio Dealers Board (.10); review correspondence to Board and opposing counsel regarding notice of bankruptcy and communicate with D. Mansfield (Jones Day) regarding notice of bankruptcy (.10).		
06/11/09	D M MANSFIELD	0.20	85.00
	Review filing and court order (.10); communicate with T. Kennard (Jones Day) (.10).		
06/12/09	D M MANSFIELD	0.70	297.50
	Review court order (.10); communicate with T. Kennard (Jones Day) (.20); review correspondence from M. Riashi (Client) (.20); draft correspondence to M. Riashi (Client) (.20).		
06/29/09	D M MANSFIELD	0.20	85.00
	Review correspondence on case issues (.20).		
<b>TOTAL</b>		<b>3.10</b>	<b>USD 1,304.00</b>

**JONES DAY**

Vande Hey Brantmeier

Page 1

06/09/09	J J JONES	0.20	115.00
	Review multiple memoranda from Kennard (Jones Day) and Riashi (Client) regarding notice of bankruptcy and stay issues (.10); multiple memos to Riashi (Client) and Kennard (Jones Day) regarding notice of bankruptcy and stay issues (.10).		
06/09/09	J KENNARD	0.50	205.00
	Review notice of bankruptcy (.10); draft emails to Poland (Godfrey & Kahn) regarding same (.10); review email from J. Jones (Jones Day) regarding notice of bankruptcy (.10); review emails regarding notice (.10); telephone call with D. Poland regarding same (.10).		
<b>TOTAL</b>		<b>0.70</b>	<b>USD 320.00</b>

**JONES DAY**Major Cadillac, Inc.Page 1

06/08/09	J T JERNEJCIC	0.20	60.00
	Prepare bankruptcy notices, letter to client, and letter to opposing counsel (.20).		
06/08/09	J J JONES	0.20	115.00
	Review form suggestion and correspondence (.10); communicate with Timm (Client) and Kennard (Jones Day) regarding suggestion of bankruptcy and correspondence (.10).		
06/09/09	J T JERNEJCIC	0.50	150.00
	Edit bankruptcy notices, letter to client, and letter to opposing counsel (.30); communicate with client and local counsel regarding filing the bankruptcy notices (.20).		
06/10/09	J T JERNEJCIC	0.20	60.00
	Communicate with local counsel and J. Jones (Jones Day) regarding notice of bankruptcy filed with the court (.20).		
06/10/09	J J JONES	0.20	115.00
	Review memo from N. DiVita's office regarding notice and draft memo to J. Jernejcic (Jones Day) and draft memo to N. DiVita's office regarding same (.10); review memo from J. Jernejcic; review multiple memoranda regarding filings and notice of suggestion of bankruptcy (.10).		
<b>TOTAL</b>		<b>1.30</b>	<b>USD 500.00</b>

**JONES DAY**Huff, Adam S.

Page 1

06/17/09	J J JONES	0.20	115.00
Review correspondence from Bach (opposing counsel) (.10); draft memo to Riashi (Client); draft memo to Kennard (Jones Day) and review memo from Riashi (Client) (.10).			
06/23/09	J J JONES	0.50	287.50
Conference with Bach (opposing counsel) regarding subpoena (.20); review file materials and review correspondence from Bach (opposing counsel) (.20); conference with Riashi (Client) and Kennard (Jones Day) regarding subpoena (.10).			
<b>TOTAL</b>		<b>0.70</b>	<b>USD 402.50</b>



**JONES DAY**

Michael Field Litigation

Page 1

06/09/09	J KENNARD	0.20	82.00
Review various emails related to notices of bankruptcy in pending GM cases and draft emails regarding same (.10); telephone call with Witalec (Jones Day) regarding effect of automatic stay on pending cases (.10).			
06/10/09	J KENNARD	0.20	82.00
Draft emails to Greene (Seltzer Greene) regarding notice of bankruptcy and review notice of bankruptcy and related correspondence (.10); multiple calls with Greene (Seltazer Greene) regarding notice of bankruptcy and related correspondence and draft email to Lesnek-Cooper (Client) regarding same (.10).			
<b>TOTAL</b>		<b>0.40</b>	<b>USD 164.00</b>

**JONES DAY**

Harry Brown LLC

Page 1

06/02/09	J J JONES	0.20	115.00
	Review memo from Bundy (Faegre & Benson) and telephone call from DeMay (Leonard Street & Deinard) (.10); draft memo to Riashi (Client) and review memo from Riashi (Client) regarding status, procedure, and stay (.10).		
06/05/09	J J JONES	0.20	115.00
	Review multiple memoranda from Kennard (Jones Day) and draft memo to Kennard (Jones Day) regarding suggestion of bankruptcy (.10); conference with Kennard (Jones Day) regarding stature requiring response to proposal (.10).		
06/05/09	J KENNARD	0.20	82.00
	Communicate with J. Jones (Jones Day) regarding response to request letter and review statute regarding same (.10); draft emails regarding same (.10).		
06/08/09	J T JERNEJCIC	0.20	60.00
	Prepare bankruptcy notices, letter to client, and letter to opposing counsel (.20).		
06/09/09	J T JERNEJCIC	0.50	150.00
	Edit bankruptcy notices, letter to client, and letter to opposing counsel (.30); communicate with client and local counsel regarding filing the bankruptcy notices (.20).		
06/11/09	J J JONES	0.20	115.00
	Conference with Kennard (Jones Day) regarding notices and stay (.10); conference with local counsel regarding notices and stay (.10).		
06/15/09	J T JERNEJCIC	0.20	60.00
	Communicate with T. Kennard (Jones Day), J. Jones (Jones Day) and local counsel regarding scheduled conference call with the Magistrate Judge (.20).		
06/15/09	J J JONES	0.20	115.00
	Telephone call from DeMay (Leonard Street and Deinard) and telephone call from Bundy (Faegre & Benson) regarding hearing (.10); draft multiple memoranda to Kennard (Jones Day) regarding hearing, draft memo to Bundy (Faegre & Benson) regarding hearing and review multiple memoranda from Killion (Faegre & Benson) regarding hearing (.10).		
06/15/09	J KENNARD	0.50	205.00
	Draft email to J. Jones (Jones Day) regarding status of call with court in light of notice of bankruptcy (.10); review email from Jernejcic (Jones Day) regarding same (.10); draft/review email to/from Bundy (Foegre & Benson) regarding same (.10); review email from J. Jones (Jones Day) regarding same (.10); draft email to J. Jones (Jones Day) regarding internal deadline to respond to request from plaintiff (.10).		

**TOTAL****2.40****USD****1,017.00**

**JONES DAY**Quinn Chevrolet Buick, Inc. Protest 2

Page 1

06/07/09	J KENNARD	0.20	82.00
Review notice of bankruptcy in various GM cases, including Quinn; (.10); draft email to J. Jones (Jones Day) regarding same (.10).			
06/11/09	J KENNARD	0.20	82.00
Review notice of bankruptcy and review correspondence to opposing counsel regarding same (.10); review correspondence to clerk regarding same and draft email to C. DeVito (Opposing Counsel) regarding same (.10).			
06/12/09	J J JONES	0.20	115.00
Review multiple memoranda from Kennard (Jones Day) regarding procedure, notices and stay (.10); draft multiple memoranda to Kennard (Jones Day) regarding filings, docket, and procedure (.10).			
<b>TOTAL</b>		<b>0.60</b>	<b>USD 279.00</b>

**JONES DAY**

Chuck Hutton Chevrolet Co.

Page 1

06/25/09	J J JONES	0.50	287.50
Review multiple memoranda from Timm (Client) regarding settlement, dismissal, and order (.10); review files and pleadings (.20); draft/revise multiple memoranda to Timm (Client) regarding settlement, dismissal, and order (.20).			
<b>TOTAL</b>		<b>0.50</b>	<b>USD 287.50</b>

**JONES DAY**

Mike Van Chevrolet, Inc.

Page 1

06/10/09	R S RAHMAN	0.50	180.00
Telephone conference with Timm (Client) regarding dismissal pending adversary proceeding in Mike Van bankruptcy case and review docket regarding same and draft and revise email to Timm (Client) regarding same (.50).			
<b>TOTAL</b>		<b>0.50</b>	<b>USD 180.00</b>

**JONES DAY**

Cothern-Varnadore Chevrolet-Olds, Inc.

Page 1

06/03/09	R S RAHMAN	0.20		72.00
Telephone conferences with Witalec (Jones Day) regarding protocol for continuing service (.20).				
<b>TOTAL</b>		<b>0.20</b>	<b>USD</b>	<b>72.00</b>

**JONES DAY**

Napleton Motor Corporation

Page 1

06/05/09	E L SHENCOPP	0.20	72.00
	Discuss upcoming status hearing with Magistrate Judge Mahoney (Northern District of Illinois), J. Jones (Jones Day) and J. Cole (Jones Day) (.20).		
06/17/09	J KENNARD	0.50	205.00
	Draft emails to J. Jones (Jones Day) regarding notice of bankruptcy (.10); telephone call with Shencopp (Jones Day) regarding case status and possible filing of notice of bankruptcy and review materials for J. Jones (Jones Day) and review material (.20); review draft of notice of bankruptcy (.20).		
06/18/09	J J JONES	0.20	115.00
	Conference with Kennard (Jones Day) regarding procedure, notice of stay, and correspondence (.10); review file materials, notice of stay and pleadings (.10).		
06/19/09	J J JONES	0.20	115.00
	Review correspondence and notice of bankruptcy (.10); conference with Kennard (Jones Day) regarding notice of stay and correspondence (.10).		
06/19/09	J KENNARD	0.20	82.00
	Draft email to J. Jones (Jones Day) regarding notice of bankruptcy and correspondence to opposing counsel and review emails from J. Jones (Jones Day) and Shencopp (Jones Day) regarding same (.10); review emails from Shencopp (Jones Day) regarding notice of bankruptcy and correspondence and review email enclosing court notice of filing (.10).		
06/19/09	E L SHENCOPP	0.50	180.00
	File notice of bankruptcy with Judges Reinhard and Mahoney (Northern District of Illinois) (.40); emails regarding notice of bankruptcy filing with J. Jones (Jones Day), T. Kennard (Jones Day) and J. Cole (Jones Day) (.10).		
<b>TOTAL</b>		<b>1.80</b>	<b>USD 769.00</b>

**JONES DAY**

Huntley Chevrolet Dealership

Page 1

06/11/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy and review correspondence to opposing counsel and Illinois Board regarding same (.10); emails to/from Shencopp (Jones Day) regarding same (.10).		
06/11/09	E L SHENCOPP	0.50	180.00
	File notice of bankruptcy with Illinois Motor Vehicle Review Board (.40); emails regarding notice of bankruptcy filing with J. Jones (Jones Day) and T. Kennard (Jones Day) (.10).		
06/19/09	J J JONES	0.20	115.00
	Review correspondence from state and stay papers (.10); conference with Kennard (Jones Day) and Shencopp (Jones Day) regarding notice, defects in notice, and stay papers (.10).		
<b>TOTAL</b>		<b>0.90</b>	<b>USD 377.00</b>



**JONES DAY**

Serra Chevrolet Litigation

Page 1

06/02/09	J J JONES	0.20	115.00
	Conference with Kennard (Jones Day) regarding counterclaim (.10); review motion to seal and pleading (.10).		
06/03/09	J J JONES	0.20	115.00
	Review motion to seal answer and court notices (.10); conference with J. Lines (Client) and Kennard (Jones Day) regarding motion to seal (.10).		
06/08/09	J J JONES	0.50	287.50
	Review docket, answer and counterclaim (.20); review suggestion of bankruptcy (.10); conference with J. Lines (Client) regarding answer, counterclaims, and procedure (.20).		
06/08/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy and draft email to Ezelle (Starnes & Atchison) regarding same (.20).		
<b>TOTAL</b>		<b>1.10</b>	<b>USD 599.50</b>

**JONES DAY**Valufleet LLC

Page 1

06/08/09	J T JERNEJCIC	0.20	60.00
	Prepare bankruptcy notices, letter to client, and letter to opposing counsel (.20).		
06/09/09	J T JERNEJCIC	0.50	150.00
	Edit bankruptcy notices, letter to client, and letter to opposing counsel (.30); communicate with client and local counsel regarding filing the bankruptcy notices (.20).		
06/19/09	J J JONES	0.20	115.00
	Review complaint and identification of parties (.10); conference with Jernejcic (Jones Day) regarding complaint, filings, and status (.10).		
<b>TOTAL</b>		<b>0.90</b>	<b>USD 325.00</b>

**JONES DAY**

Great Country Motors

Page 1

06/03/09	J J JONES	0.20	115.00
	Review file materials regarding dealer (.10); review multiple memoranda from Poland (Godfrey & Kahn); draft memo to Poland (Godfrey & Kahn) and review memo from Kennard (Jones Day) (.10).		
06/04/09	J J JONES	0.20	115.00
	Review memo from Kennard (Jones Day) and draft memo to Kennard (Jones Day) regarding procedural issues and stay (.10); review memo from Poland (Godfrey & Kahn) and draft memo to Poland (Godfrey & Kahn) regarding procedural issues and stay (.10).		
06/10/09	J J JONES	0.20	115.00
	Review multiple memoranda from Kennard (Jones Day) and draft multiple memoranda to Kennard (Jones Day) regarding filings, notices, and stay (.20).		
06/10/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy, correspondence to ALJ, correspondence to opposing counsel (.10); draft/review emails to/from Poland (Godfrey & Kahn) regarding same (.10).		
<b>TOTAL</b>		<b>0.80</b>	<b>USD 427.00</b>

**JONES DAY**

Crippen Auto Mall, Inc.

Page 1

06/10/09	J KENNARD	0.20	82.00
Review summons and complaint and draft email to J. Jones (Jones Day) regarding strategy (.10); draft email to Riashi (Client) regarding same (.10).			
06/11/09	J J JONES	0.20	115.00
Review memo from Moore (Dykema Gossett); draft memo to Kennard (Jones Day) regarding stay and review memo from Kennard (Jones Day) regarding notices and stay (.10); review file materials regarding procedure and stay (.10).			
06/11/09	J KENNARD	0.50	205.00
Draft email to Riashi (Client) regarding case strategy and filing of notice of bankruptcy (.10); communicate with Moore (Dykema Gossett) regarding case strategy / notice of bankruptcy (.10); review notice of bankruptcy; (.10) voicemails to/from Moore (Dykema Gossett) (.10); emails to/from Moore (Dykema Gossett) (.10).			
06/12/09	J KENNARD	0.20	82.00
Communicate with Moore (Dykema Gossett) regarding notice of bankruptcy and review email / draft regarding same (.10); draft email to Riashi (Client) regarding same (.10).			
06/16/09	J J JONES	0.20	115.00
Review multiple memoranda from and draft multiple memoranda to Kennard (Jones Day) and Moore (Dykema Gossett) regarding notices and stay issues (.20)			
06/17/09	J J JONES	0.20	115.00
Review multiple memoranda from and draft multiple memoranda to Kennard (Jones Day) and Moore (Dykema Gossett) regarding documents and filings (.20).			
06/17/09	J KENNARD	0.50	205.00
Draft email to Riashi (Client) regarding letter to opposing counsel (prior day) and review draft correspondence and email related to same (prior day) (.10); draft emails to Jones (Jones Day) regarding letter to opposing counsel and communicating with Moore (Dykema Gossett) regarding same (.10); draft email to J. Jones (Jones Day) regarding effect of stay and possibility of removal and emails to/from Moore (Dykema Gossett) regarding notice of stay (.10); telephone calls to Moore (Dykema Gossett) regarding filings (.10); review treatise regarding effect of stay on deadlines and draft email to J. Jones (Jones Day) regarding same (.10).			
<b>TOTAL</b>		<b>2.00</b>	<b>USD 919.00</b>

**JONES DAY**

Spitzer Buick-Cadillac, Inc.

Page 1

06/09/09	J J JONES	0.20	115.00
	Review documents regarding new Spitzer matter (.10); draft memo to Riashi (Client) and Kennard (Jones Day) regarding protest filing (.10).		
06/10/09	J KENNARD	0.20	82.00
	Review notice of protest and exhibit, draft email to J. Jones (Jones Day) regarding same (.10); draft email to Riashi (Client) regarding same (.10).		
06/17/09	J KENNARD	0.20	82.00
	Review notice of bankruptcy, draft correspondence to opposing counsel (.10); draft emails to J. Jones (Jones Day) regarding notice of bankruptcy (today and prior day) (.10).		
<b>TOTAL</b>		<b>0.60</b>	<b>USD 279.00</b>

**JONES DAY**

Blue Grass Automotive, Inc.

Page 1

06/18/09	J J JONES	0.20	115.00
	Review memo from J. Lines (Client) and draft memo to Kennard (Jones Day) (.10); review complaint (.10).		
06/19/09	J J JONES	0.20	115.00
	Communicate with Kennard (Jones Day) regarding complaint (.10); review complaint (.10).		
06/22/09	J T JERNEJCIC	3.00	900.00
	Communicate with J. Jones (Jones Day) and T. Kennard (Jones Day) regarding new GM cases (.20); contact local counsel (.10); research bankruptcy statutes, treatise, and case law on effect of stay on filing deadlines, including removal deadlines (2.40); draft and email J. Jones (Jones Day) and T. Kennard (Jones Day) research results (.30).		
06/22/09	J KENNARD	0.20	82.00
	Review complaint and communicate with Jones (Jones Day) regarding same (.10); review email regarding notice of bankruptcy and draft email to J. Jones (Jones Day) regarding response date (.10).		
<b>TOTAL</b>		<b>3.60</b>	<b>USD 1,212.00</b>

**JONES DAY**

Bay Chevrolet Corporation

Page 1

06/20/09	J J JONES	0.20	115.00
Review complaint (.10); review memo from and draft memo to White (Client), draft memo to and review memo from Kennard (Jones Day) (.10).			
06/22/09	J T JERNEJCIC	0.20	60.00
Prepare filing with the Court on notice of bankruptcy and letter to opposing counsel (.20).			
06/22/09	J J JONES	0.50	287.50
Communicate with Kennard (Jones Day) and Jernejcic (Jones Day) regarding filings, deadlines, and notices of suggestion (.20); review papers from J. Lines (Client) (.10); work on local counsel engagement (.10); review research regarding procedural issues (.10).			
06/24/09	J J JONES	0.20	115.00
Review multiple memoranda regarding local counsel and filings (.10); draft multiple memoranda to Kennard and Jernejcic (Jones Day) regarding local counsel and filings (.10).			
06/25/09	J J JONES	0.50	287.50
Communicate with Jernejcic (Jones Day) regarding notice of bankruptcy; correspondence regarding stay; draft multiple memoranda to Jernejcic (Jones Day) regarding notice of bankruptcy; review filings; conference with Jernejcic (Jones Day) regarding local counsel (.40); revise correspondence to local counsel (.10).			
06/25/09	J KENNARD	0.20	82.00
Draft email to J. Jones (Jones Day) and Jernejcic (Jones Day) regarding filing of notice of stay in this and other new GM matters, correspondence to commissions, and pro hac issues (.10); review prior email / notice from commission and communicate with Jernejcic (Jones Day) regarding notice of bankruptcy (.10).			
06/26/09	J J JONES	0.20	115.00
Review multiple memoranda from and draft multiple memoranda to Kennard (Jones Day) regarding complaint, notices and stay filings (.20).			
06/29/09	J KENNARD	0.20	82.00
Review notice of bankruptcy and correspondence to clerk and opposing counsel and draft email to J. Jones (Jones Day) and local counsel regarding same (.10); telephone call with Greene (Seltzer Greene) regarding same (.10).			
<b>TOTAL</b>		<b>2.20</b>	<b>USD 1,144.00</b>

**JONES DAY**

J.T.E. Epps Motors, Inc.

Page 1

06/22/09	J T JERNEJCIC	0.20	60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).		
06/22/09	J J JONES	0.50	287.50
	Communicate with Kennard (Jones Day) and Jernejcic (Jones Day) regarding filings, deadlines, and notices of suggestion (.20); review papers from J. Lines (Client) (.10); work on local counsel engagement (.10); review research regarding procedural issues (.10).		
06/30/09	J T JERNEJCIC	0.20	60.00
	Revise letter and filing regarding bankruptcy notice (.20).		
<b>TOTAL</b>		<b>0.90</b>	<b>USD 407.50</b>



**JONES DAY**Drake Chevrolet Olds Pontiac, Inc.

Page 1

06/22/09	J T JERNEJCIC	0.20		60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).			
06/30/09	J T JERNEJCIC	0.20		60.00
	Revise letter and filing regarding bankruptcy notice (.20).			
<b>TOTAL</b>		<b>0.40</b>	<b>USD</b>	<b>120.00</b>

**JONES DAY**

Bob Hook of Shelbyville, LLC

Page 1

06/22/09	J T JERNEJCIC	0.20	60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).		
06/22/09	J J JONES	0.50	287.50
	Communicate with Kennard (Jones Day) and Jernejcic (Jones Day) regarding filings, deadlines, and notices (.20); review papers from J. Lines (Client) (.10); work on legal counsel engagement (.10); review research regarding removal deadlines (.10).		
06/30/09	J T JERNEJCIC	0.20	60.00
	Revise letter and filing regarding bankruptcy notice (.20).		
<b>TOTAL</b>		<b>0.90</b>	<b>USD 407.50</b>

**JONES DAY**

The Robke Chevrolet Company

Page 1

06/22/09	J T JERNEJCIC	0.20	60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).		
06/25/09	J J JONES	0.50	287.50
	Review multiple memoranda from Jernejcic (Jones Day) regarding bankruptcy notices (.10); review correspondence regarding stay (.10); draft multiple memoranda to Jernejcic (Jones Day) regarding notice of bankruptcy(.10); communicate with Jernejcic (Jones Day) regarding local counsel (.10); revise correspondence to local counsel (.10).		
06/25/09	J KENNARD	0.20	82.00
	Draft email to J. Jones (Jones Day) and Jernejcic (Jones Day) regarding filing of notice of stay in this and other Kentucky and new GM matters, correspondence to commissions, and pro hac issues (.10); review prior email / notice from commission and communicate with Jernejcic (Jones Day) regarding notice of bankruptcy (.10).		
06/30/09	J T JERNEJCIC	0.20	60.00
	Revise letter and filing regarding bankruptcy notice (.20).		
<b>TOTAL</b>		<b>1.10</b>	<b>USD 489.50</b>

**JONES DAY**Southview Chevrolet Co.

Page 1

06/11/09	J KENNARD	0.70	287.00
Review various emails related to correspondence to Hecker and Walsar (.20); multiple calls and emails to courier service (.20); multiple emails to J. Jones (Jones Day) and Riashi (Client) regarding same (.30).			
<b>TOTAL</b>		<b>0.70</b>	<b>USD 287.00</b>

**JONES DAY**

Thoroughbred Chevrolet, Inc.

Page 1

06/20/09	J J JONES	0.20	115.00
	Review memo from White (Client) and draft response (.10); draft memo to Kennard (Jones Day) and review memo from Kennard (Jones Day) regarding filings and protest (.10).		
06/22/09	J T JERNEJCIC	0.20	60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).		
06/22/09	J KENNARD	0.20	82.00
	Review materials from Kentucky commission in this and other new Kentucky cases (.10); communicate with J. Jones (Jones Day) and Jernejcic (Jones Day) regarding same (.10).		
06/25/09	J T JERNEJCIC	2.00	600.00
	Communicate with T. Kennard (Jones Day) regarding filing bankruptcy notices (.20); research Kentucky Motor Vehicle Commission rules and pro hac admission rules (1.50); email J. Jones (Jones Day) and T. Kennard (Jones Day) regarding the same (.30).		
06/30/09	J T JERNEJCIC	0.20	60.00
	Revise letter and filing regarding bankruptcy notices (.20).		
<b>TOTAL</b>		<b>2.80</b>	<b>USD 917.00</b>

**JONES DAY**

Dobson Pontiac-GMC, Inc.

Page 1

06/22/09	J T JERNEJCIC	0.20	60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).		
06/30/09	J T JERNEJCIC	0.20	60.00
	Revise letter and filing regarding bankruptcy notice (.20).		
06/30/09	J J JONES	0.20	115.00
	Review memo from Jernejcic (Jones Day) and draft memo to Jernejcic (Jones Day) (.10); review Kentucky notices and filings and review correspondence (.10).		
<b>TOTAL</b>		<b>0.60</b>	<b>USD 235.00</b>

**JONES DAY**

Lee Motors, LLC

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Page 1

06/22/09	J T JERNEJCIC	0.20		60.00
	Prepare filing with the Commission on notice of bankruptcy and letter to opposing counsel (.20).			
06/22/09	J KENNARD	0.20		82.00
	Review materials from Kentucky commission in this and other new Kentucky cases (.10); communicate with J. Jones (Jones Day) and Jernejcic (Jones Day) regarding same (.10).			
06/30/09	J T JERNEJCIC	0.25		75.00
	Revise letter and filing regarding bankruptcy notice (.20).			
<b>TOTAL</b>		<b>0.65</b>	<b>USD</b>	<b>217.00</b>

**JONES DAY**

Jeff Jones Chevrolet-Pontiac-Buick, Inc.

Page 1

06/24/09	J J JONES	0.20		115.00
	Review complaint (.10); review memo from White (Client) and draft memo to White (Client) regarding protest (.10).			
	<b>TOTAL</b>	<b>0.20</b>	<b>USD</b>	<b>115.00</b>



**JONES DAY**

Robert B. Silliman

Page 1

06/24/09	J J JONES	0.20	115.00
	Review complaint (.10); review memo from GM and draft memo to GM regarding complaint (.10).		
06/25/09	J J JONES	0.50	287.50
	Review correspondence regarding stay (.10); draft multiple memoranda to Jernejcic (Jones Day) regarding notice of bankruptcy (.10); review filings (.10); communicate with Jernejcic (Jones Day) regarding local counsel (.10); review correspondence to local counsel (.10).		
<b>TOTAL</b>		<b>0.70</b>	<b>USD 402.50</b>

JONES DAY

Digwamaje, Hermina vs General Motors

Page 1

06/01/09	R S WALKER	0.20	125.00
	Communications with P. Bownas (Jones Day) regarding follow-up/court notice of Chapter 11 filing (.20).		
06/02/09	N J FRANCISCO	0.50	270.00
	Telephone conference with co-counsel S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), J. Hirsch (Daimler counsel) regarding case status (.50).		
06/02/09	R S WALKER	0.20	125.00
	Follow-up attention/communications with P. Bownas (Jones Day) regarding bankruptcy filing (0.20).		
06/02/09	R S WALKER	0.50	312.50
	Conference call with N. Francisco (Jones Day) and S. Srinivasan (Ford counsel) regarding developments (.50).		
06/03/09	R S WALKER	2.00	1,250.00
	Communications with P. Bownas (Jones Day) regarding court notice of Chapter 11 filing (.30); prepare for and participate in defense group call regarding strategy with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), J. Hirsch (Daimler counsel) (1.70).		
06/04/09	P N BOWNAS	1.00	427.50
	Prepare notice of bankruptcy for filing, including review of Multidistrict Litigation and related-case dockets to identify correct cases for filing (1.00).		
06/04/09	R S WALKER	2.00	1,250.00
	Communications with P. Bownas (Jones Day) regarding automatic stay issues (.40); review filings (1.60).		
06/05/09	N J FRANCISCO	0.70	378.00
	Review denial of reconsideration motion (.30); review denial of 1292(b) motion (.20); review and send e-mails to J. Rahie (client) regarding same (.20).		
06/08/09	R S WALKER	2.50	1,562.50
	Review/process reconsideration denial order (.20); review draft concerning forum non conveniens and defense group communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding same (.80); telephone conference with J. Rahie (Client) regarding developments and planning (.40); communicate with P. Bownas (Jones Day) regarding stay issues (.20); review/process Rheinmetall motion papers (.50); review/process court orders regarding 12(b)(6) ruling and motion to amend complaint (.40).		
06/09/09	R S WALKER	1.50	937.50
	Defense group communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), J. Hirsch (Daimler counsel) and N. Francisco (Jones Day) regarding conference call related to upcoming events (initial disclosures and possible motion practice) (.40); review/process plaintiffs' filing concerning Fujitsu dismissal motion (.30); participate in defense group call with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) (.80).		
06/10/09	R S WALKER	1.20	750.00
	Study and process initial disclosure drafts and related communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) (1.00); communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding potential appeal and court filings due tomorrow (.20).		
06/11/09	N J FRANCISCO	0.70	378.00
	Review e-mails from defense counsel (S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), J. Hirsch (Daimler counsel)) regarding initial disclosures and proposed conference with plaintiffs' counsel regarding discovery (.70).		
06/11/09	R S WALKER	1.20	750.00
	Draft and review initial disclosure and communications S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) (1.20).		
06/12/09	R S WALKER	1.20	750.00
	Study and process served initial disclosures served by defendants and plaintiff groups (1.20).		

**JONES DAY**

Digwamaje, Hermina vs General Motors

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06/12/09	R S WALKER	0.70	437.50
	Defense group communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) and preparation for conference calls regarding case developments and strategy (.70).		
06/12/09	R S WALKER	0.20	125.00
	Review/process forum non conveniens reconsideration motion filing (.20).		
06/12/09	R S WALKER	0.50	312.50
	Defense group conference call with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) concerning discovery matters (.50).		
06/12/09	R S WALKER	1.00	625.00
	Monitor conference call with P. Hoffman, S. Olson (plaintiffs' counsel) regarding discovery and disclosure matters (1.00).		
06/15/09	R S WALKER	1.50	937.50
	Begin review of Ford initial disclosure materials (1.50).		
06/15/09	R S WALKER	0.50	312.50
	Review confidentiality order communications and materials from defense group (.50).		
06/16/09	R S WALKER	0.50	312.50
	Review materials and communications from S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding foreign subsidiary document production issues (.50).		
06/16/09	R S WALKER	0.50	312.50
	Continued attention to Ford disclosure materials (.50).		
06/16/09	R S WALKER	0.20	125.00
	Briefing-related communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) and follow-up regarding same (.20).		
06/17/09	R S WALKER	1.00	625.00
	Attention to additional initial disclosure materials (1.00).		
06/18/09	R S WALKER	0.50	312.50
	Defense group communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding discovery/document requests (.50).		
06/19/09	R S WALKER	1.00	625.00
	Study/process court order regarding forum non conveniens and additional 12(b)(6) motion filings (1.00).		
06/22/09	R S WALKER	1.70	1,062.50
	Review/process recent filings (.30); review memos regarding collateral order doctrine and class definition issues and defense communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding same (1.20); communications with P. Bownas (Jones Day) regarding initial disclosures (South Africa attorneys inquiry) (.20).		
06/23/09	R S WALKER	1.00	625.00
	Monitor defense group conference call with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding potential appeal and related developments (1.00).		
06/29/09	R S WALKER	1.00	625.00
	Study/process sets of defendant-served document requests (1.00).		
06/29/09	R S WALKER	1.00	625.00
	Review/process forum non conveniens memo and class action ascertainability materials (1.00).		
06/29/09	R S WALKER	0.70	437.50
	Study/process court orders and opinions regarding Rheinmetall and Fujitsu dismissal motions (.70).		

**JONES DAY**

Digwamaje, Hermina vs General Motors

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06/29/09	R S WALKER	0.70	437.50
Monitor defense group conference call with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) and later related communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding strategy (.70).			
06/29/09	R S WALKER	0.50	312.50
Communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) and review of notices of appeal (.50).			
06/30/09	R S WALKER	1.50	937.50
Extensive conference call monitoring (P. Hoffman and S. Olson (plaintiffs' attorneys) and defense group (S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), J. Hirsch (Daimler counsel) and later communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding strategy and developments (1.50).			
06/30/09	R S WALKER	0.50	312.50
Review/process plaintiffs' document requests to Ford, IBM and Chrysler (.50).			
06/30/09	R S WALKER	0.50	312.50
Communications with S. Srinivasan (Ford counsel); K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding court communications and pending notices (.50).			
<b>TOTAL</b>		<b>32.60</b>	<b>USD 20,016.00</b>

**JONES DAY**

General Labor Advice

Page 1

06/01/09	J KASTIN	0.50	247.50
	Review final purchase agreement (.50).		
06/11/09	J KASTIN	0.20	99.00
	Review correspondence from M. Pieroni (Client) regarding splinter union issues (.20).		
06/12/09	J KASTIN	0.20	99.00
	Review correspondence from A. Kramer (Jones Day) and M. Pieroni (Client) regarding splinter union options (.10); review IBEW CBA for successorship provisions (.10).		
06/17/09	J KASTIN	0.50	247.50
	Review corrections and revise Purchase Agreement with respect to splinter union-represented employees (.30); correspondence with M. Pieroni (Client) regarding same (.20).		
06/17/09	A M KRAMER	0.50	416.25
	Conference with M. Pieroni (Client) concerning modification of retiree health benefits for salaried employees and application of Section 1114 to same (.20); review of material with respect to same (.30).		
06/18/09	J KASTIN	0.20	99.00
	Review revisions to Purchase Agreement regarding splinter unions (.10); correspondence with M. Pieroni (Client) regarding same (.10).		
06/26/09	A M KRAMER	0.50	416.25
	Review of UAW request to modify UAW retiree Settlement Agreement (.50).		
06/29/09	A M KRAMER	0.50	416.25
	Review of UAW retiree health Settlement Agreement and UAW proposals to revise (.50).		
<b>TOTAL</b>		<b>3.10</b>	<b>USD 2,040.75</b>

**JONES DAY**

401(k) Plan Stable Value Fund Issues

Page 1

06/03/09	E MILLER	0.20	140.00
	Communicate with S. Sacher (Jones Day) regarding disclosure and trading issues (.20).		
06/04/09	E MILLER	0.50	350.00
	Conference with S. Sacher (Jones Day) regarding fiduciary communication issue (.50).		
06/04/09	S J SACHER	1.50	1,125.00
	Telephone conference with Mr. Jaworski (Client) (.50); conference with Mr. Miller regarding continuing restrictions on trading in SVF by personnel knowledgeable about the SVF issues (.50); conference call with Mr. Osborne (Client) regarding same (.50).		
06/05/09	E MILLER	0.50	350.00
	Conference call with M. Klehm (COO/Subsidiary of client/Promark) regarding developments and obtaining data (.50).		
06/05/09	E MILLER	3.20	2,240.00
	Review and edit exemption application (3.10); communicate with S. Sacher (Jones Day) regarding same (.10).		
06/05/09	S J SACHER	0.70	525.00
	Telephone conference with Mr. Klehm (COO/Subsidiary of client/Promark) regarding data issues (.70).		
06/06/09	E MILLER	0.20	140.00
	Work on exemption application (.20).		
06/10/09	K R NOBLE	1.00	375.00
	Review and analyze stable value fund issues with Delphi sale (1.00).		
06/10/09	S J SACHER	1.50	1,125.00
	Telephone conference with Mr. Hartmann (General Counsel/Subsidiary of client), et al. regarding Delphi (.50); review draft memo (.50); discuss same with Mr. Noble (Jones Day) (.50).		
06/11/09	D C HAGEN	2.00	1,300.00
	Review of memorandum regarding Delphi stable value fund issues (.50); review of Internal Revenue Service position regarding requirement that plan be sponsored by employer (1.00); telephone calls with S. Sacher (Jones Day) regarding same (.50).		
06/11/09	J S LEAVITT	0.50	300.00
	Communicate with D. Hagen (Jones Day) regarding transfer of Delphi portion of contract (.50).		
06/11/09	E MILLER	0.20	140.00
	Review and edit DOL slides for meeting on PT exemption (.20).		
06/11/09	K R NOBLE	1.20	450.00
	Review and analyze Promark correspondence regarding stable value fund issues connected with Delphi (1.20).		
06/11/09	S J SACHER	4.00	3,000.00
	Telephone conference with Mr. Hagen (Jones Day) regarding plan sponsor issues (.50); conference with Mr. Noble (Jones Day) regarding same (.50); regarding call with Messrs. Jaworski (Client) and Risko (Client) regarding Mr. Hartman's (General Counsel/Subsidiary of client) first draft (.50); regarding call with Messrs. Hartman (General Counsel/Subsidiary of client), Jaworski (Client) and Risko (Client) regarding same (.50); review and revise Mr. Hartman's (General Counsel/Subsidiary of client) second draft and forward to Mr. Jaworski (Client) and Mr. Risko (Client) (2.00).		
06/12/09	S J SACHER	1.00	750.00
	Read and digest Vanguard article on SVFs (.80); forward with commentary to Mr. Hartman (General Counsel/Subsidiary of client) (.20).		

**JONES DAY**

401(k) Plan Stable Value Fund Issues			Page 2
06/16/09	S J SACHER	2.70	2,025.00
Review Mr. Hartman's (General Counsel/Subsidiary of client) draft of answers to Xerox' questions (2.00); telephone conference with Mr. Hartman (General Counsel/Subsidiary of client) regarding same; lengthy email to Mr. Osborne (Client), et al. regarding same (.70).			
06/17/09	K R NOBLE	1.20	450.00
Research and analysis regarding stable value fund outflows (1.20).			
06/17/09	S J SACHER	0.20	150.00
Review Mr. Osborne's (Client) email forwarded from Mr. Hartman (General Counsel/Subsidiary of client) regarding cash flows (.20).			
06/18/09	S J SACHER	2.00	1,500.00
Research regarding expected cash flows (2.00).			
06/22/09	S J SACHER	2.00	1,500.00
File reorganization (2.00).			
06/23/09	K R NOBLE	2.50	937.50
Review correspondence regarding auditor's position on wrap contracts (1.00); analyze Form 11-K and Form 5500 filing requirements (1.50).			
06/23/09	S R PIKOFISKY	0.50	236.25
Conference with Mr. Sacher (Jones Day), Mr. Miller (Jones Day) and Mr. Noble (Jones Day) regarding potential disclosures related to annual audit (.50).			
06/23/09	S J SACHER	3.00	2,250.00
Conference with Mr. Hartman (General Counsel/Subsidiary of client), et al. regarding audit issue (.50); research regarding Forms 5500 instructions and email to Mr. Osborne (Client) regarding same (2.00); conference with S Pikofsky (Jones Day), et al. regarding disclosure (.50).			
06/24/09	K R NOBLE	1.70	637.50
Analyze issues regarding stable value fund, audit of plan, and disclosure issues (1.70).			
06/24/09	S J SACHER	1.00	750.00
Review draft audit opinion regarding GM Sav. Plan concerning the SVF (.70); telephone conference with Mr. Osborne (Client), Mr. Hartman (General Counsel/Subsidiary of client), et al. regarding same (.30).			
06/25/09	S J SACHER	0.50	375.00
Telephone conference with Mr. Risko (Client) regarding ERISA fiduciary responsibility in connection with SVF issues (.30); conference with Mr. Noble (Jones Day) regarding same (.20).			
06/26/09	K R NOBLE	1.50	562.50
Conference call regarding stable value fund accounting and insurance company negotiations (.50); analyze memoranda concerning corridor calculations (1.00).			
06/26/09	S J SACHER	0.50	375.00
Conference call with Mr. Hartman (General Counsel/Subsidiary of client), Mr. Osborne (Client), et al. (.50).			
06/27/09	K R NOBLE	2.00	750.00
Review memoranda concerning severance withdrawals and corridor calculations and review Monumental stable value fund contract regarding Benefit Payments (2.00).			
06/28/09	K R NOBLE	1.20	450.00
Analyze stable value fund wrap contract regarding Benefit Payment calculations (1.20).			
06/28/09	S J SACHER	5.00	3,750.00
Review 6/26 memos (1.00); formulate critique and strategy (3.00); telephone conference with Messrs. Hartman(General Counsel/Subsidiary of client), Osborne (client), et al. regarding same (1.00).			
06/29/09	E MILLER	0.70	490.00
Review wrap K and develop strategy (.50); conference with S. Sacher (Jones Day) regarding same (.20).			

**JONES DAY**

**401(k) Plan Stable Value Fund Issues**

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06/29/09	K R NOBLE	7.70	2,887.50
Review and analyze wrap contract, Promark memorandum concerning corridor percentage tests and consider intraplan exchange mechanisms and benefit payment provisions (7.50); conference with Mr. Sacher (Jones Day) regarding same (.20).			
06/29/09	S J SACHER	4.00	3,000.00
Further contact analysis (3.00); conferences with Mr. Miller (Jones Day) and Mr. Noble (Jones Day) regarding same (.40); telephone conference with Mr. Jaworski (Client) regarding substantive and accounting issues, GM and Xerox (.60).			
06/30/09	K R NOBLE	0.50	187.50
Analysis regarding needed data (.50).			
06/30/09	S J SACHER	4.70	3,525.00
Review Xerox 11K filing (1.00); review most recent draft of GM Controller's staff footnote draft (1.00); analyze contracts (2.00); telephone conference with Ms. Nussdorf (Steptoe & Johnson) regarding other wrap contracts and other policy owners' issues (.40); email exchange with Mr. Hartman (General Counsel/Subsidiary of client) regarding Promark data (.30)			
<b>TOTAL</b>		<b>63.30</b>	<b>USD 39,098.75</b>



**JONES DAY**

Hourly Pension Plan Stock Contribution

Page 1

06/09/09	K R NOBLE	5.20	1,950.00
	Analyze issues related to contribution of stock to hourly pension plan (5.20).		
06/10/09	K R NOBLE	4.00	1,500.00
	Legal research regarding in-kind contribution issues connected with contribution of employer stock to pension plan (4.00).		
06/11/09	K R NOBLE	4.70	1,762.50
	Legal research regarding prohibited transaction related to in kind contributions to defined benefit pension plans (4.70).		
06/12/09	K R NOBLE	6.00	2,250.00
	Review and analyze potential prohibited transactions related to contribution of stock to pension plan (6.00).		
06/16/09	K R NOBLE	2.00	750.00
	Review prior exemptions regarding contributions of company stock to defined benefit pension plans (2.00).		
06/17/09	K R NOBLE	3.70	1,387.50
	Draft outline of prohibited transaction exemption application for pension plan contribution (3.70).		
06/18/09	K R NOBLE	8.20	3,075.00
	Legal research regarding excess contributions post-Pension Protection Act of 2006 and analyze in-kind contribution issues with prefunding account, funding ratios, minimum funding obligations (8.20).		
06/19/09	K R NOBLE	5.00	1,875.00
	Draft prohibited transaction analysis of in-kind contribution issues (5.00).		
06/22/09	K R NOBLE	7.70	2,887.50
	Draft prohibited transaction exemption application related to contribution of employer stock to underfunded pension plan (7.70).		
06/23/09	K R NOBLE	5.50	2,062.50
	Draft prohibited transaction exemption application sections regarding affect of contribution on funding obligations (5.50).		
06/24/09	K R NOBLE	4.20	1,575.00
	Legal research and analysis regarding Pension Protection Act of 2006 requirements and congressional intent and draft prohibited transaction exemption application regarding same (4.20).		
06/25/09	K R NOBLE	2.00	750.00
	Draft and consider prohibited transaction exemption application (2.00).		
<b>TOTAL</b>		<b>58.20</b>	<b>USD 21,825.00</b>

**JONES DAY**

Triple Play Analysis

Page 1

06/09/09	B E AMORY	0.10	67.50
	Call J. Zoetl (Jones Day) regarding approach to Commission (.10).		
06/10/09	B E AMORY	0.20	135.00
	Call from J. Zoetl (Jones Day) concerning approach to Commission on Project 363 (.20).		
06/29/09	T NEUMANN	2.70	729.00
	Review of the Form CO notification to the EC Commission dated March 23, 2009 in order to extract the questions which have to be posed to GM and Delphi Steering due to the revised transaction (incl. UAW sites) and the necessary new Form CO filing (2.70).		
<b>TOTAL</b>		<b>3.00</b>	<b>USD 931.50</b>

## JONES DAY

## Global Steering Business/Delphi

Page 1

06/03/09	P J WANG	0.70	409.50
	Brief emails with K. Wong (Client) and S. Cernak (Client) regarding various antitrust issues and potential filings (.40); discuss with Y. Zhang (Jones Day) regarding same (.30).		
06/04/09	P J WANG	0.50	292.50
	Discuss Delphi and other potential filing issues with Y. Zhang (Jones Day) (.50).		
06/09/09	J ZÖTTL	1.20	630.00
	EC: Review 4(c) and M&A documentation prepared by GM (1.20).		
06/11/09	J ZÖTTL	0.20	105.00
	EC: Review UAW site sales data prepared by counsel to Delphi (.20).		
06/12/09	J ZÖTTL	0.20	105.00
	EC merger control: Attend to turnover issues regarding UAW sites (.20).		
06/15/09	P J WANG	0.70	409.50
	Brief comments to J. Zoetl (Jones Day) on 363 questions (.30); discuss with Y. Zhang (Jones Day) (.40).		
06/15/09	Y ZHANG	2.00	720.00
	Review GM press release about the "363 deal" (.50); research about government buyer in antitrust filing (.50); discuss with P. Wang (Jones Day) (.40) and draft response to GM's questions relating to "363 deal" (.60).		
06/16/09	J ZÖTTL	0.20	105.00
	EC merger control: Status e-mails with GM and counsel to Delphi (.20).		
06/17/09	J ZÖTTL	2.20	1,155.00
	EC: Review draft briefing paper by Platinum; comments to counsel to Delphi (2.20).		
06/18/09	J ZÖTTL	2.70	1,417.50
	EC merger control: Review transaction agreements (1.50); communicate with Mr. Cernak (Client) regarding scope of reporting and timing issues (.70); calls to counsel to Delphi regarding missing market input (.50).		
06/19/09	J ZÖTTL	3.50	1,837.50
	EC merger control: Respond to Mr. Cernak (Client) regarding reporting implications of GM 363 transaction (.80); review draft Form CO/data annexes prepared by Baker McKenzie for Platinum transaction (.80); finalize and file case team request (.80); calls to Mr. Raux (Client) and counsel to Delphi regarding the same (.80); courtesy call to Ms. Alves (EC Commission) (.30).		
06/22/09	T NEUMANN	9.00	2,430.00
	Draft of different lists concerning the country-by-country revenues of the four Delphi UAW sites, which GM will acquire in addition to the previously determined Delphi Steering assets, and of the products sold by these UAW sites in the European Community in order to detect further potentially affected markets (7.00); correspondence regarding same (1.00); correspondence about the Delphi figures provided with the counsel of Delphi (1.00).		
06/22/09	J ZÖTTL	3.20	1,680.00
	EC merger control: Review consolidation of Delphi sales data prepared by Ms. Neumann (Jones Day) (2.30); communicate with counsel to Delphi regarding timing and open reporting issues (.50); call to Mr. Raux (Client) (.40).		
06/23/09	T NEUMANN	0.50	135.00
	Correspondence with the counsel of Delphi Steering concerning the revenues provided for four additional UAW sites (.30); correspondence with the EC Merger Registry regarding our Case Allocation Request and our case team (.20).		
06/23/09	J ZÖTTL	0.50	262.50
	EC merger control: Directions to Ms. Neumann (Jones Day) regarding consolidation of Delphi sales data (.50).		

**JONES DAY**

Global Steering Business/Delphi

Page 2

06/24/09	T NEUMANN	1.20	324.00
	Draft of a list with questions to be addressed to Delphi Steering with respect to the four UAW sites, which GM will take over, too (.70); correspondence regarding the status, the missing information from Delphi and their shutdown in the following week (.50).		
06/24/09	J ZÖTTL	7.50	3,937.50
	EC merger control: Call to EC Commission regarding reporting requirement (.80); communicate with counsel to Delphi regarding open issues and status of data preparation (.80); draft briefing memorandum for EC Commission (3.00); related researches (1.50); review and revise data synopsis prepared by T. Neumann (Jones Day) (1.40).		
06/25/09	J ZÖTTL	1.50	787.50
	EC merger control: Review and revise draft briefing paper for EC Commission (1.10); communicate with counsel to Delphi regarding lacking information (.40).		
06/26/09	J ZÖTTL	4.50	2,362.50
	EC: Revise and finalize briefing memorandum (2.00); attend to revenue data issues (1.60); calls to counsel to Delphi in this regard (.40); call to EC Commission (.50).		
06/28/09	J ZÖTTL	0.20	105.00
	Input to counsel to Platinum regarding GM minority investment (.20).		
06/29/09	J ZÖTTL	7.50	3,937.50
	EC merger control: Start work on amended Form CO (5.50); call by EC Commission (1.00); follow-up communication with GM and counsel to Delphi (1.00).		
06/30/09	T NEUMANN	3.20	864.00
	Review of the Form CO filed with the EC Commission on March 23, 2009 regarding GM's acquisition of Delphi Steering and marking of the sections which need to be updated by GM for the revised Form CO due to the additional takeover of the UAW-sites of Delphi (3.20).		
06/30/09	J ZÖTTL	8.50	4,462.50
	EC merger control: Various calls and e-mails to GM US and Europe, counsel to Delphi and EC Commission regarding reportability of UAW site acquisition (2.00); continue work on amended Form CO (6.50).		
<b>TOTAL</b>		<b>61.40</b>	<b>USD 28,474.50</b>

**JONES DAY**

2009 Transaction (GM C/M No. 669475)

Page 1

06/02/09	B LAUX	1.70	344.25
	Research concerning potential EC filing requirement (1.70)		
06/08/09	J ZÖTTL	0.20	105.00
	EC merger control regarding 363 transaction: Attend to potential EC requirement (.20).		
06/09/09	J ZÖTTL	1.50	787.50
	EC merger control regarding 363: Calls and e-mails regarding potential EC requirement (1.50).		
06/12/09	J ZÖTTL	2.70	1,417.50
	EC merger control regarding 363: Prepare e-mail memorandum regarding legal framework of filing requirement (2.70).		
06/26/09	J ZÖTTL	2.70	1,417.50
	EC merger control regarding 363: Prepare for and attend conference call with Mr. Cernak (Client), Mr. Raux (Client) and Weil (Counsel to GM) regarding exception to potential filing requirement (1.20); related researches (1.50).		
<b>TOTAL</b>		<b>8.80</b>	<b>USD 4,071.75</b>

JONES DAY

Project Beam

Page 1

06/09/09	J ZÖTTL	2.30	1,207.50
	International merger control: Prepare for and attend all-hands conference call (1.50); GM-internal call (.50); follow-up work regarding filing preparation (.30).		
06/10/09	T NEUMANN	2.00	540.00
	Review of the GM revenues included in the Form CO of GM/Delphi Steering (1.30); Correspondence regarding same in order to prepare for the international merger control analysis of Project Beam (.70).		
06/11/09	J ZÖTTL	1.30	682.50
	EC merger control: Prepare draft input for counsel to Baker for Form CO preparation, coordinating e-mails (1.30).		
06/12/09	T NEUMANN	4.00	1,080.00
	Review of the revenues provided for the target and the correspondence hereto (1.50); participation in a conference call with C. Raux (Client) concerning the potential merger control jurisdictions of Project Beam (1.50); start to draft a preliminary merger control filing analysis on the basis of revenues provided for the target (1.00).		
06/12/09	J ZÖTTL	1.00	525.00
	EC merger control: Finalize input for counsel to Magna regarding Form CO preparation (1.00).		
06/14/09	T NEUMANN	3.80	1,026.00
	Draft and review of preliminary international merger control filing analysis including the timelines in the potential filing jurisdictions as well as the application of a bar-to-closing (3.80).		
06/14/09	J ZÖTTL	4.80	2,520.00
	International merger control: Work on memorandum on timing and filing requirements (3.00); review filing analysis prepared by T. Neumann (Jones Day) (1.80).		
06/15/09	B LAUX	2.50	506.25
	Research concerning the merger control system in Canada, Syria, Argentina, Qatar and Jordan (2.50).		
06/15/09	T NEUMANN	3.50	945.00
	Review of the preliminary international merger control analysis, including the timelines involved, and of the list of outstanding information from GM (1.70); research different national merger control provisions and amendment of the preliminary international merger control analysis on the basis of newly provided sales figures for the target (1.80).		
06/15/09	J ZÖTTL	4.00	2,100.00
	International merger control: Finalize memorandum on timing and filing requirements (2.50); comments by Mr. Raux (Client) and further attention for revenue data issues (1.50).		
06/16/09	B LAUX	0.80	162.00
	Research and meeting concerning various countries' merger control thresholds (.80).		
06/18/09	J ZÖTTL	2.50	1,312.50
	International merger control: E-mails and phone calls with Baker McKenzie (Counsel to Magna), Mr. Cernak (Client) and Mr. Raux (Client) regarding data status and filing requirements (2.50).		
06/19/09	J ZÖTTL	1.00	525.00
	EC merger control: Review GM breakout of "powertrain" sales (.50); communicate with Baker McKenzie (Counsel to Magna) regarding the same (.50).		
06/23/09	J ZÖTTL	0.80	420.00
	EC merger control: E-mail summary of additional input by GM to Baker McKenzie (Counsel to Magna) (.80).		
06/25/09	J ZÖTTL	0.80	420.00
	Russian merger control: Review GM balance sheet (.40); communicate with counsel to Magna regarding the same and general timeline and reporting issues (.40).		

**JONES DAY**

Project Beam			Page 2
06/26/09	J ZÖTTL	0.50	262.50
Calls by counsel to Magna regarding timeline and information request (.50).			
06/29/09	J ZÖTTL	1.30	682.50
Attend to e-mails by counsel to Magna regarding status of filing analysis (1.30).			
<b>TOTAL</b>		<b>36.90</b>	<b>USD 14,916.75</b>

**JONES DAY**

Alley's of Kingsport, Inc.

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06/10/09	J KENNARD	0.50	205.00
Review draft notice of bankruptcy (.10); review draft correspondence to clerk and opposing counsel (.10); draft/review email to/from J. Jones (Jones Day) regarding notice of bankruptcy (.10); telephone call with Witalec (Jones Day) regarding same (.10); draft email to J. Lines (Client) regarding notice of bankruptcy (.10).			
06/19/09	J J JONES	0.20	115.00
Telephone call to J. Lines (Client) and communicate with Kennard (Jones Day) regarding stay issues(.10); conference with J. Lines (Client) (.10).			
06/23/09	J J JONES	0.50	287.50
Review memo from Kennard (Jones Day) and draft memo to Kennard (Jones Day) regarding corporate entity (.10); review complaint (.20); review file materials and review memoranda (.20).			
06/29/09	J KENNARD	0.20	82.00
Review notice of bankruptcy and correspondence to clerk and opposing counsel and draft email to J. Jones (Jones Day) and local counsel regarding same (.10); review email from local counsel regarding filings (.10).			
<b>TOTAL</b>		<b>1.40</b>	<b>USD 689.50</b>



**JONES DAY**

<u>Bank Holding Company</u>			<u>Page 1</u>
06/02/09	S CUIEL	3.00	1,215.00
	Finalization translation (3.00).		
06/03/09	S CUIEL	1.00	405.00
	Finalization translation notification letter (1.00).		
06/04/09	S CUIEL	1.00	405.00
	Finalizing translation of the letter (1.00).		
06/09/09	P BILLOT	0.70	472.50
	Review and send draft letter to B de F to client (.70).		
06/09/09	S CUIEL	1.00	405.00
	Finalization notification letter (1.00).		
06/10/09	P BILLOT	0.50	337.50
	Review email traffic and communicate with S. Cuiel (Jones Day) regarding letter to Banque de France (.50).		
<b>TOTAL</b>		<b>7.20</b>	<b>USD 3,240.00</b>

**JONES DAY**

Plan B

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06/01/09	M F EATON	3.20	979.20
	Draft/revise exemption application to Department of Labor requesting exemption for prohibited transaction (3.20).		
06/01/09	E MILLER	1.70	1,190.00
	Review revised settlement; discussion with S. Sacher (Jones Day) regarding PT Exemption strategy (1.70).		
06/01/09	K R NOBLE	11.00	4,125.00
	Review and revise prohibited transaction exemption application and analyze bankruptcy filing regarding same (10.10); conference with Sacher (Jones Day) regarding same (.90).		
06/01/09	S J SACHER	7.50	5,625.00
	Review and revise PTE App. (6.60); conference with Mr. Noble (Jones Day) regarding same (.90).		
06/02/09	K R NOBLE	12.50	4,687.50
	Review prohibited transaction exemption application (10.70); conference with Sacher (Jones Day) regarding same (.80); review correspondence connected to bankruptcy filing regarding same (1.00).		
06/02/09	S J SACHER	7.00	5,250.00
	Review and revise PTE App. (5.30); several telephone conferences with Mr. Jaworski (client) regarding same (.90); conferences with Mr. Noble (Jones Day) regarding same (.80).		
06/03/09	M F EATON	0.20	61.20
	Research General Motors bankruptcy filing for information needed to go into exemption application to Department of Labor (.20).		
06/03/09	K R NOBLE	12.20	4,575.00
	Revise Prohibited Transaction Exemption Application (11.90); conference with Sacher (Jones Day) regarding same (.30).		
06/03/09	S J SACHER	9.00	6,750.00
	Review and revise PTE App (8.10); telephone conferences with Mr. Jaworski (Client) regarding same (.60); conferences with Mr. Noble (Jones Day) regarding same (.30).		
06/04/09	E MILLER	0.50	350.00
	Conference with S. Sacher (Jones Day) regarding PT exemption App (.50).		
06/04/09	K R NOBLE	12.00	4,500.00
	Revise prohibited transaction exemption application (11.00); conference with Sacher (Jones Day) regarding same (.70); conference call with Cleary Gottlieb attorneys and Sacher (Jones Day) regarding same (.30).		
06/04/09	S J SACHER	9.00	6,750.00
	Review and revise PTE App (7.00); telephone conferences with Mr. Jaworski (Client) regarding same (.70); conferences with Mr. Noble (Jones Day) regarding same (.70); telephone conference with Cleary Gottlieb regarding same (.30); review Cadwalader comments regarding same (.30).		
06/05/09	K R NOBLE	10.20	3,825.00
	Review and revise prohibited transaction exemption application (4.50); conference with Sacher (Jones Day) regarding same (1.50); legal research regarding United States as a party in interest (4.20).		
06/05/09	S J SACHER	9.50	7,125.00
	Review and revise PTE App. (7.50); telephone conferences with Mr. Jaworski (Client) regarding same (.50); conferences with Messrs. Miller (Jones Day), Noble (Jones Day) and Navikas (Jones Day) regarding same (1.50).		
06/06/09	K R NOBLE	1.70	637.50
	Review exemption application and comments to same (1.70).		
06/06/09	S J SACHER	8.00	6,000.00
	Review and revise PTE App (8.00).		

**JONES DAY**

Plan B

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06/07/09	K R NOBLE	9.20	3,450.00
	Revise prohibited transaction exemption application (3.00); conference with Sacher (Jones Day) regarding same (.30); legal research regarding prohibited transactions regarding interplan transfers and labor department guidance regarding warrants (5.90)		
06/07/09	S J SACHER	8.00	6,000.00
	Review and revise PTE App (7.40); conference with Mr. Noble (Jones Day) regarding same (.30); email exchanges with Mr. Jaworski (Client), Mr. Payne (Class Counsel) and Mr. Miller (Jones Day) regarding same (.30).		
06/08/09	K R NOBLE	8.20	3,075.00
	Revise prohibited transaction exemption application and prepare filing copies (7.90); conference with Sacher (Jones Day) regarding same (.30).		
06/08/09	S J SACHER	8.00	6,000.00
	Review and revise PTE App (7.40); telephone conferences with Mr. Jaworski (Client) (.30); conferences with Mr. Noble (Jones Day) and Mr. Miller (Jones Day) (.30).		
06/09/09	K R NOBLE	4.20	1,575.00
	Prepare, transmit, and present prohibited transaction exemption application (2.00); conference with Sacher (Jones Day) regarding same (1.70); analyze issues in advance of Labor Department meeting (.50).		
06/09/09	S J SACHER	7.20	5,400.00
	VEBA PTE clean-up items (4.20); telephone conferences with Mr. Strasfeld (DOL) regarding meeting, independent fiduciary (.50); telephone conference with Mr. Jaworski (Client) regarding DB Plan contrib of Conv. Pref stock (.30); conference with Mr. Noble (Jones Day) regarding same (1.70); research regarding same (.50).		
06/10/09	K R NOBLE	6.20	2,325.00
	Plan and prepare for labor department meeting and analyze issues with prohibited transaction exemptions regarding same (3.20); draft, review, and revise slide presentation (3.00).		
06/10/09	S J SACHER	5.50	4,125.00
	Review ppt. Slides (5.50).		
06/11/09	K R NOBLE	3.50	1,312.50
	Revise presentation to Department of Labor regarding exemption transactions (3.50).		
06/11/09	S J SACHER	5.00	3,750.00
	Work with Mr. Noble (Jones Day) regarding ppt. slides and forward to DOL, et al. (5.00).		
06/12/09	E MILLER	0.20	140.00
	Conference with S. Sacher (Jones Day) on issue of separate independent fiduciaries and impact on PT exemption (.20).		
06/12/09	S J SACHER	6.00	4,500.00
	Prep for Monday DOL Meeting (5.70); conference with Miller (Jones Day) on fiduciary issues (.30).		
06/14/09	K R NOBLE	6.00	2,250.00
	Prepare for Labor Department meeting regarding prohibited transaction exemption application and modified settlement agreement and review documents regarding same (6.00).		
06/14/09	S J SACHER	9.50	7,125.00
	Prep for 6/15 DOL meeting (9.50).		
06/15/09	E MILLER	6.00	4,200.00
	Review PT application (2.00); prepare for and attend DOL meeting (1.20); conference with client regarding same (.80); work on follow-up materials for DOL (2.00).		
06/15/09	K R NOBLE	11.50	4,312.50
	Prepare for meeting with Labor Department (5.30); attend meeting with officials from the Labor Department regarding issues involved with the exemption application (1.20); draft follow-up letter with answers to questions posed by Labor Department (5.00).		

**JONES DAY**

Plan B

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06/15/09	S J SACHER	7.70	5,775.00
	Prep for DOL meeting with D. Navikas (Jones Day) (3.00); attend meeting (1.20); post mortem with Mr. Jaworski (Client) and Mr. Mistry (Client) (3.50).		
06/16/09	E MILLER	1.70	1,190.00
	Work on supplemental letter to DOL on PT exemption (1.00); conference with S. Sacher (Jones Day) regarding same (.70).		
06/16/09	K R NOBLE	5.70	2,137.50
	Review and revise letter to Department regarding supplemental information requests (3.00); conference with Sacher (Jones Day) regarding same (.50); analyze notice requirements and options that satisfy related regulation (2.20).		
06/16/09	S J SACHER	4.50	3,375.00
	Outline follow-up letter (2.00); telephone conferences with Mr. Jaworski (Client) regarding same (.50); meetings with Messrs Navikas (Jones Day), Miller (Jones Day) and Noble (Jones Day) regarding same (.50); telephone conference with Mr. Strasfeld (DOL) regarding IF issue (1.00); emails to Ms. Lloyd (DOL) and Mr. Strasfeld (DOL) regarding open items (.50).		
06/17/09	K R NOBLE	4.20	1,575.00
	Draft and revise follow-up letter to Department regarding benefit payment reconciliation, notification of interested persons (4.20).		
06/17/09	S J SACHER	6.20	4,650.00
	Follow-up letter to Mr. Strasfeld (DOL), including telephone conferences with Mr. Jaworski (Client), Mr. Mistry (Client), and Mr. Early (Client) (3.00); conference with Mr. Noble (Jones Day) regarding same (.20); review and revise Mr. Noble's (Jones Day) draft and finalize, email to Mr. Strasfeld (DOL) (3.00).		
06/18/09	S J SACHER	3.50	2,625.00
	Telephone conference with Ms. Lloyd (DOL) regarding documents needed (.50); email to Mr. Mistry (Client) regarding same (.20); reorganize file (2.80).		
06/19/09	E MILLER	0.20	140.00
	Conference with S. Sacher (Jones Day) regarding latest DOL questions (.20).		
06/19/09	K R NOBLE	1.00	375.00
	Analyze interest rate calculations using OPEB reduction rate (1.00).		
06/19/09	S J SACHER	4.20	3,150.00
	Follow-up on open items from 6/15 DOL meeting (3.00); telephone conference's with Mr. Susko (UAW Counsel), et al regarding same (1.20).		
06/22/09	S J SACHER	2.20	1,650.00
	Draft text of email to DOL regarding details of Dispute Resolution and forward to Mr. Jaworski (Client) for review (2.20).		
06/23/09	K R NOBLE	1.70	637.50
	Draft responses to Labor Department questions regarding exemption transactions regarding deposits by mistake (1.70).		
06/23/09	S J SACHER	5.20	3,900.00
	Draft answers to DOL questions regarding contributions by mistake (3.50); telephone conference with Mr. Jaworski (Client) regarding same (.70); email to Messrs. Lanoff (Counsel to Committee) and Susko (UAW Counsel) regarding same (.40); telephone conference with Mr. Grala (UST Counsel) regarding developments (.30); fast scan of term sheet and forward to DOL (.30).		
06/24/09	K R NOBLE	2.00	750.00
	Review and analyze exit financing agreements, correspondence to labor department regarding follow-up (2.00).		

**JONES DAY**

Plan B

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06/24/09	S J SACHER	6.20	4,650.00
	Telephone conferences with Mr. Stasfeld (DOL) and Ms. Lloyd (DOL) regarding timing of assurance, dispute resolution procedure; Newco Note (1.50); discuss answers to DOL inquiries with Mr. Susko (UAW Counsel) and Mr. Matta (Counsel to Committee) (.70); revise draft answers and furnish to DOL (3.00); research Mitigation VEBA dispute res. procedures (1.00).		
06/25/09	E MILLER	1.00	700.00
	Work on PT exemption app. issues (.60); conference with S. Sacher (Jones Day) regarding same (.40).		
06/25/09	K R NOBLE	5.70	2,137.50
	Review VEBA Note Term sheet (1.20); revise Modified Settlement Agreement regarding dispute resolution and other provisions, conform and update exhibits (3.70); conference with Sacher (Jones Day) regarding same (.80).		
06/25/09	S J SACHER	6.20	4,650.00
	Revisions to MSA and Exhibits (2.50); reconcile arb. provisions to sec. 26 (1.00); email correspondence with Mr. Jaroski (Client), et al and with DOL regarding same (1.50); conferences with Messrs. Miller (Jones Day) (.40) and Noble (Jones Day) regarding same (.80).		
06/26/09	K R NOBLE	8.20	3,075.00
	Draft, review and revise disputer resolution procedures (3.00); revise exemption application materials and settlement agreement materials (3.70); prepare revised exemption application packets (1.50).		
06/26/09	S J SACHER	6.50	4,875.00
	Revisions to MSA; communications with all parties regarding same: Messrs Jaworski (Client), Mistry (Client), Susco (UAW Counsel), Grala (UST Counsel), Payne (Class Counsel), and DOL (6.50).		
06/29/09	K R NOBLE	0.50	187.50
	Conference call with Labor Department regarding reasonable assurances and draft notes regarding same (.50).		
06/29/09	S J SACHER	2.20	1,650.00
	Multiple email exchanges and telephone conferences with DOL and parties regarding conference call (2.00); conduct conference call with DOL regarding reasonable assurance on PTE (.20).		
<b>TOTAL</b>		<b>305.90</b>	<b>USD 175,825.40</b>

**JONES DAY**

China Antitrust Counseling

Page 1

06/19/09	P J WANG	1.00	585.00
Discuss with S. Luo (Client) regarding SAIC licensing issues (.20); consider issues and discuss with Y. Zhang (Jones Day) regarding same (.20); emails to S. Luo (Client) with preliminary thoughts regarding same (.60).			
06/19/09	Y ZHANG	2.00	720.00
Discuss with P. Wang (Jones Day) about technology licensing contract (1.00); analyze antitrust issues regarding same (1.00).			
06/23/09	Y ZHANG	1.00	360.00
Analyze alternative approaches and antitrust issues (.50); communicate with P. Wang (Jones Day) (.50).			
06/24/09	P J WANG	0.50	292.50
Discuss with M. McFalls (Jones Day) regarding Lacrosse issue (.20); reply email to S. Luo (Client) regarding same (.30).			
<b>TOTAL</b>		<b>4.50</b>	<b>USD 1,957.50</b>

**JONES DAY**

General Motors Corp.

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Guyler Buick Pontiac GMC, Inc.

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COMPUTERIZED RESEARCH SERVICES</b>			
07/27/09	J KENNARD	COL	2.72
	Computerized research services - PACER SERVICE CENTER 06/01/2009 - 06/30/2009		
	<b>Computerized research services Subtotal</b>		<b>2.72</b>
<b>UNITED PARCEL SERVICE CHARGES</b>			
06/11/09	J KENNARD	COL	8.94
	United Parcel Service Charges - 06/11/2009		
06/11/09	J KENNARD	COL	8.94
	United Parcel Service Charges - 06/11/2009		
06/11/09	J KENNARD	COL	7.94
	United Parcel Service Charges - 06/11/2009		
06/11/09	J KENNARD	COL	7.94
	United Parcel Service Charges - 06/11/2009		
06/11/09	J KENNARD	COL	9.98
	United Parcel Service Charges - 06/11/2009		
	<b>United Parcel Service charges Subtotal</b>		<b>43.74</b>
<b>Total</b>		<b>USD</b>	<b>46.46</b>

Vande Hey Brantmeier

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
07/22/09	J J JONES	COL	565.70
	Consultants fees - Godfrey & Kahn - Inv. 482867 June 9-15, 2009		
	<b>Consultants fees Subtotal</b>		<b>565.70</b>
<b>UNITED PARCEL SERVICE CHARGES</b>			
06/12/09	J J JONES	COL	8.95
	United Parcel Service Charges - 06/12/2009		
	<b>United Parcel Service charges Subtotal</b>		<b>8.95</b>
<b>Total</b>		<b>USD</b>	<b>574.65</b>

Major Cadillac, Inc.

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
06/30/09	J J JONES	COL	184.06
	Consultants fees - Berkowitz Oliver Williams Shaw & Eisenbrandt LLP- Inv. 35473 - June 9-10, 2009		
	<b>Consultants fees Subtotal</b>		<b>184.06</b>
<b>Total</b>		<b>USD</b>	<b>184.06</b>

**JONES DAY**

General Motors Corp.

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Michael Field Litigation

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COMPUTERIZED RESEARCH SERVICES</b>			
07/27/09	J KENNARD	COL	2.56
Computerized research services - PACER SERVICE CENTER 06/01/2009 - 06/30/2009			
<b>Computerized research services Subtotal</b>			<u>2.56</u>
<b>Total</b>		<b>USD</b>	<b>2.56</b>

Quinn Chevrolet Buick, Inc. Protest 2

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>UNITED PARCEL SERVICE CHARGES</b>			
06/11/09	J KENNARD	COL	7.94
United Parcel Service Charges - 06/11/2009			
<b>United Parcel Service charges Subtotal</b>			<u>7.94</u>
<b>Total</b>		<b>USD</b>	<b>7.94</b>

Cothorn-Varnadore Chevrolet-Olds, Inc.

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>UNITED PARCEL SERVICE CHARGES</b>			
06/09/09	R S RAHMAN	ATL	10.57
United Parcel Service Charges - 06/09/2009			
<b>United Parcel Service charges Subtotal</b>			<u>10.57</u>
<b>Total</b>		<b>USD</b>	<b>10.57</b>

Napleton Motor Corporation

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COMPUTERIZED RESEARCH SERVICES</b>			
07/23/09	CHI ACCOUNTING	CHI	0.80
Computerized research services - PACER SERVICE CENTER 6/1/09 - 6/30/09			
07/27/09	J J JONES	COL	2.16
Computerized research services - PACER SERVICE CENTER 06/01/2009 - 06/30/2009			
<b>Computerized research services Subtotal</b>			<u>2.96</u>
<b>DUPLICATION CHARGES</b>			
06/25/09	CHI ACCOUNTING	CHI	2.45
Duplication charges through 06/25/2009 Billback batch: 1297 (35 pages @ \$.07 per page)			
<b>Duplication charges Subtotal</b>			<u>2.45</u>



**JONES DAY**

General Motors Corp.

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**UNITED PARCEL SERVICE CHARGES**

06/19/09	E L SHENCOPP	CHI	5.19	
	United Parcel Service Charges - 06/19/2009			
06/19/09	E L SHENCOPP	CHI	5.19	
	United Parcel Service Charges - 06/19/2009			
06/19/09	E L SHENCOPP	CHI	5.19	
	United Parcel Service Charges - 06/19/2009			
	<b>United Parcel Service charges Subtotal</b>			<b>15.57</b>
<b>Total</b>			<b>USD</b>	<b>20.98</b>

Huntley Chevrolet Dealership

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>	
<b>DUPLICATION CHARGES</b>				
06/30/09	E L SHENCOPP	CHI	0.07	
	Duplication charges 18-Jun-2009 (1 page @ \$.07 per page)			
06/30/09	E L SHENCOPP	CHI	0.07	
	Duplication charges 25-Jun-2009 (1 page @ \$.07 per page)			
	<b>Duplication charges Subtotal</b>			<b>0.14</b>
<b>UNITED PARCEL SERVICE CHARGES</b>				
06/11/09	E L SHENCOPP	CHI	9.35	
	United Parcel Service Charges - 06/11/2009			
06/11/09	E L SHENCOPP	CHI	5.19	
	United Parcel Service Charges - 06/11/2009			
	<b>United Parcel Service charges Subtotal</b>			<b>14.54</b>
<b>Total</b>			<b>USD</b>	<b>14.68</b>

Spitzer Buick-Cadillac, Inc.

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>	
<b>UNITED PARCEL SERVICE CHARGES</b>				
06/17/09	J KENNARD	COL	8.94	
	United Parcel Service Charges - 06/17/2009			
	<b>United Parcel Service charges Subtotal</b>			<b>8.94</b>
<b>Total</b>			<b>USD</b>	<b>8.94</b>

Bay Chevrolet Corporation

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>	
<b>CONSULTANTS FEES</b>				
07/01/09	J J JONES	COL	120.00	
	Consultants fees - SELTZERGREENE, PLC - Inv. 1588 - June 10, 2009			
	<b>Consultants fees Subtotal</b>			<b>120.00</b>
<b>Total</b>			<b>USD</b>	<b>120.00</b>

**JONES DAY**

General Motors Corp.

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Southview Chevrolet Co.

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
06/15/09	J KENNARD	COL	190.00
	Consultants fees - Metro Legal Services - June 11, 2009		
	<b>Consultants fees Subtotal</b>		<u>190.00</u>
<b>Total</b>		<b>USD</b>	<b>190.00</b>

Digwamaje, Hermina vs General Motors

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>E105 TELEPHONE</b>			
06/04/09	WAS ACCOUNTING	WAS	2.00
	Long distance charges through 06/04/2009		
06/18/09	R S WALKER	CLE	1.35
	Long distance charges Telephone conference with John Rahie 08-Jun-2009		
	<b>E105 Telephone Subtotal</b>		<u>3.35</u>
<b>E107 DELIVERY SERVICES/MESSENGERS</b>			
06/04/09	P N BOWNAS	CLE	9.09
	United Parcel Service Charges - 06/04/2009		
06/04/09	P N BOWNAS	CLE	6.20
	United Parcel Service Charges - 06/04/2009		
06/04/09	P N BOWNAS	CLE	8.95
	United Parcel Service Charges - 06/04/2009		
06/08/09	P N BOWNAS	CLE	10.00
	United Parcel Service Charges - 06/08/2009		
	<b>E107 Delivery Services/Messengers Subtotal</b>		<u>34.24</u>
<b>Total</b>		<b>USD</b>	<b>37.59</b>

General Labor Advice

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>E101 COPYING</b>			
06/30/09	WAS ACCOUNTING	WAS	0.07
	Duplication charges - JUNE 2009 MISCELLANEOUS DUPLICATION (1 page @ \$.07 per page)		
	<b>E101 Copying Subtotal</b>		<u>0.07</u>
<b>E105 TELEPHONE</b>			
06/04/09	NYC ACCOUNTING	NYC	2.01
	Long distance charges through 06/04/2009		
	<b>E105 Telephone Subtotal</b>		<u>2.01</u>
<b>Total</b>		<b>USD</b>	<b>2.08</b>

**JONES DAY**

General Motors Corp.

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401(k) Plan Stable Value Fund Issues

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>DUPLICATION CHARGES</b>			
06/30/09	WAS ACCOUNTING	WAS	0.07
	Duplication charges - JUNE 2009 MISCELLANEOUS DUPLICATION (1 page @ \$.07 per page)		
06/30/09	WAS ACCOUNTING	WAS	0.07
	Duplication charges - JUNE 2009 MISCELLANEOUS DUPLICATION (1 page @ \$.07 per page)		
	<b>Duplication charges Subtotal</b>		<b>0.14</b>
<b>LONG DISTANCE CHARGES</b>			
06/04/09	WAS ACCOUNTING	WAS	0.84
	Long distance charges through 06/04/2009		
06/18/09	WAS ACCOUNTING	WAS	1.68
	Long distance charges through 06/18/2009		
	<b>Long distance charges Subtotal</b>		<b>2.52</b>
<b>Total</b>		<b>USD</b>	<b>2.66</b>

Global Steering Business/Delphi

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>DUPLICATION CHARGES</b>			
06/18/09	FRA ACCOUNTING	FRA	1.12
	Duplication charges through 06/18/2009 Billback batch: 1295 (16 pages @ \$.07 per page)		
	<b>Duplication charges Subtotal</b>		<b>1.12</b>
<b>LONG DISTANCE CHARGES</b>			
06/11/09	NYC ACCOUNTING	NYC	1.42
	Long distance charges through 06/11/2009		
	<b>Long distance charges Subtotal</b>		<b>1.42</b>
<b>Total</b>		<b>USD</b>	<b>2.54</b>

Project Beam

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>LONG DISTANCE CHARGES</b>			
07/08/09	J ZÖTTL	FRA	0.68
	Long distance charges Kick-off call Project Beam 09-Jun-2009		
	<b>Long distance charges Subtotal</b>		<b>0.68</b>
<b>Total</b>		<b>USD</b>	<b>0.68</b>

**JONES DAY**

General Motors Corp.

Page 6

Bank Holding Company

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COURIER SERVICES</b>			
07/23/09	P BILLOT	PAR	14.16
	Courier services - SOLUTION CE 06/17		
	<b>Courier services Subtotal</b>		<b>14.16</b>
<b>Total</b>		<b>USD</b>	<b>14.16</b>

Plan B

**DISBURSEMENT DETAIL - June 30, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COURIER SERVICES</b>			
08/10/09	WAS ACCOUNTING	WAS	25.38
	Courier services - WASHINGTON EXPRESS WASHINGTON EXPRESS - INV. 36519 06/15 - 30/2009		
	<b>Courier services Subtotal</b>		<b>25.38</b>
<b>DUPLICATION CHARGES</b>			
06/11/09	WAS ACCOUNTING	WAS	579.11
	Duplication charges through 06/11/2009 Billback batch: 1293 (8,273 pages @ \$.07 per page)		
06/30/09	WAS ACCOUNTING	WAS	0.07
	Duplication charges - JUNE 2009 MISCELLANEOUS DUPLICATION (1 page @ \$.07 per page)		
	<b>Duplication charges Subtotal</b>		<b>579.18</b>
<b>LEXIS SEARCH FEES</b>			
06/05/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/05/2009		
06/07/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/07/2009		
06/07/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/07/2009		
06/09/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/09/2009		
06/09/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/09/2009		
06/11/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/11/2009		
06/11/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/11/2009		
06/11/09	K R NOBLE	WAS	0.00
	Lexis search fees: 06/11/2009		
	<b>Lexis search fees Subtotal</b>		<b>0.00</b>
<b>LOCAL FOOD AND BEVERAGE EXPENSE</b>			
06/30/09	WAS ACCOUNTING	WAS	0.00
	Local food and beverage expense - FLIK INTERNATIONAL CORP INV#0115904036 EVENT DATE 6-15-09 S.SACHER MEETING DELI SANDWICHES		
	<b>Local food and beverage expense Subtotal</b>		<b>0.00</b>

**JONES DAY**

General Motors Corp.

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**LONG DISTANCE CHARGES**

06/04/09	WAS ACCOUNTING	WAS	5.16	
	Long distance charges through 06/04/2009			
06/11/09	WAS ACCOUNTING	WAS	2.26	
	Long distance charges through 06/11/2009			
06/18/09	WAS ACCOUNTING	WAS	0.58	
	Long distance charges through 06/18/2009			
06/25/09	WAS ACCOUNTING	WAS	0.84	
	Long distance charges through 06/25/2009			
	<b>Long distance charges Subtotal</b>			<b>8.84</b>

**UNITED PARCEL SERVICE CHARGES**

06/17/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	7.20	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	5.19	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	7.20	
	United Parcel Service Charges - 06/09/2009			
06/17/09	S J SACHER	WAS	19.59	
	United Parcel Service Charges - 06/09/2009			
07/08/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	5.19	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	7.20	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	7.20	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	5.19	
	United Parcel Service Charges - 06/26/2009			
07/08/09	S J SACHER	WAS	6.20	
	United Parcel Service Charges - 06/26/2009			

<b>United Parcel Service charges Subtotal</b>		<b>113.56</b>
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<b>Total</b>	<b>USD</b>	<b>726.96</b>
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<b>Grand Total</b>	<b>USD</b>	<b>1,967.51</b>
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## JONES DAY

325 JOHN H. MCCONNELL BOULEVARD, SUITE 600  
COLUMBUS, OHIO 43215-2673  
TELEPHONE: 614.469.3939 • FACSIMILE: 614.461.4198

MAILING ADDRESS:  
P.O. BOX 165017  
COLUMBUS, OHIO 43216-5017

Direct Number: (614) 281-3989  
jtkennard@jonesday.com

JP090391:cmp  
316710-810001

August 31, 2009

### VIA UPS OVERNIGHT

Mr. Ted Stenger  
Motors Liquidation Company  
300 Renaissance Center  
Detroit, Michigan 48265

Stephen Karotkin, Esq.  
Joseph Smolinsky, Esq.  
Weil, Gotshal & Manges, LLP  
767 Fifth Avenue  
New York, New York 10153

Thomas Moers Mayer, Esq.  
Robert Schmidt, Esq.  
Kramer Levin Naftalis & Frankel, LLP  
1177 Avenue of the Americas  
New York, New York 10036

Diana G. Adams, Esq.  
Office of the United States Trustee  
33 Whitehall Street, 22nd Floor  
New York, New York 10004

Re: Jones Day Monthly Fee Statement, In re Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al., No. 09-50026 (REG)

Dear Mr. Stenger and Counsel:

Pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professions entered August 7, 2009 ("Fee Procedure Order") and pursuant to Order Pursuant to 11 U.S.C. §§ 327(3) Authorizing the Employment and Retention of Jones Day as Special Counsel for the Debtors, Nunc Pro Tunc to the Petition Date entered August 3, 2009, this letter and its attachment serves as the Monthly Statement (as defined in the Fee Procedure Order) of Jones Day for the period ending July 31, 2009. Attached hereto is an invoice which includes: (a) a summary listing all individuals and their respect titles who provided applicable services during the period covered by the Monthly Statement and the aggregate hours spent by each individual; (b) a summary of applicable expenses incurred and (c) detailed time entries for services rendered by Jones Day to the Debtors during July 2009.

Pursuant the Court's Order, each Notice Party (as such term is defined in the Fee Procedure Order) has 15 days following receipt of this Monthly Statement to make any objections to this monthly statement. If no objections are timely made, the Debtors will be authorized to pay \$102,626.64, which represents 80% of the fees and 100% of the expenses identified in the attached invoice.

COI-1427637v1

ATLANTA • BEIJING • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • FRANKFURT • HONG KONG • HOUSTON  
IRVINE • LONDON • LOS ANGELES • MADRID • MILAN • MOSCOW • MUNICH • NEW DELHI • NEW YORK • PARIS • PITTSBURGH  
SAN DIEGO • SAN FRANCISCO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

**JONES DAY**

Mr. Ted Stenger  
Stephen Karotkin, Esq.  
Thomas Moers Mayer, Esq.  
Diana G. Adams, Esq.  
August 31, 2009  
Page 2

Thank you for your attention to this matter. If you have any questions, please let us know.

Very truly yours,



J. Todd Kennard

cc: Andrew Kramer, Esq.  
Jeffrey J. Jones, Esq.

IN ACCOUNT WITH

**JONES DAY**

**Washington Office**  
51 Louisiana Avenue, N.W.  
Washington, D.C. 20001-2113  
(202) 879-3939

Please Remit To:  
P. O. Box 7805 Ben Franklin Station  
Washington, D.C. 20044

Federal Identification Number: 34-0319085

August 31, 2009

316710

Invoice: 32139065

General Motors Corporation  
300 Renaissance Center  
P.O. Box 300  
Mail Code 482-C25-C64  
Detroit, MI 48265-3000  
U.S.A.

For legal services rendered for the period through July 31, 2009:

North Shore, Inc., d/b/a Muller's GMC	2.40	1,198.50
Midway Motor Sales Bankruptcy	0.40	197.00
Rosenthal Chevrolet	0.00	0.00
Major Cadillac, Inc.	0.60	295.50
Michael Field Litigation	1.00	476.00
Quinn Chevrolet Buick, Inc. Protest 2	3.20	1,264.00
Napleton Motor Corporation	0.60	302.00
Serra Chevrolet Litigation	0.50	238.00
Valufleet LLC	0.00	0.00
Crippen Auto Mall, Inc.	0.30	123.00
Spitzer Buick-Cadillac, Inc.	0.70	353.00
Bay Chevrolet Corporation	1.00	443.00
Drake Chevrolet Olds Pontiac, Inc.	0.30	90.00
Bob Hook of Shelbyville, LLC	0.50	287.50
The Robke Chevrolet Company	0.50	287.50
Thoroughbred Chevrolet, Inc.	0.50	287.50
Dobson Pontiac-GMC, Inc.	1.50	505.00
Lee Motors, LLC	0.80	377.50
Jeff Jones Chevrolet-Pontiac-Buick, Inc.	1.00	355.00
Robert B. Silliman	5.50	1,842.50
MWT, Inc. dba Montrose Chevrolet	0.40	230.00
Martin Chevrolet, Inc.	0.20	115.00
Spitzer Autoworld Canton, LLC	0.20	115.00
Digwamaje, Hermina vs General Motors Corporation, et al.	4.20	2,625.00
General Labor Advice	0.20	99.00
VEBA Litigation/Settlement Agreement	2.00	1,500.00



**JONES DAY**

401(k) Plan Stable Value Fund Issues	85.60		44,922.50
Global Steering Business/Delphi	59.30		22,014.00
Project Beam	14.10		6,252.75
Alley's of Kingsport, Inc.	0.20		115.00
Bank Holding Company	4.40		2,295.00
Plan B	6.70		5,025.00
R & D Center Project in China and China IP Advice	1.20		780.00
Retention Issues	93.30		30,354.50
 Total Fees	 293.30	 USD	 125,365.25
Total Disbursements & Charges		USD	<u>2,334.44</u>
 <b>TOTAL</b>		 <b>USD</b>	 <b><u>127,699.69</u></b>

**JONES DAY**

General Motors Corp.

**FEE SUMMARY - July 31, 2009**

<i>Timekeeper Name</i>	<i>Title</i>	<i>Bar Year</i>	<i>Billing Rate</i>	<i>Billed Hours</i>	<i>Total Fees</i>
J J JONES	PARTNER	1985	575.00	9.90	5,692.50
J KENNARD	PARTNER	1997	410.00	39.90	16,359.00
E MILLER	PARTNER	1981	700.00	2.30	1,610.00
B M NEWMAN	PARTNER	1995	517.50	0.30	155.25
S J SACHER	PARTNER	1967	750.00	40.90	30,675.00
R S WALKER	PARTNER	1982	625.00	4.20	2,625.00
J ZÖTTL	PARTNER	1998	525.00	32.10	16,852.50
TOTAL				129.60	73,969.25
P BILLOT	OF COUNSEL	1991	675.00	1.40	945.00
O D NEE JR	OF COUNSEL	1973	650.00	1.20	780.00
TOTAL				2.60	1,725.00
D A BECK	ASSOCIATE	2000	375.00	16.20	6,075.00
S CURIEL	ASSOCIATE	2001	450.00	3.00	1,350.00
M A ERB	ASSOCIATE	2008	300.00	6.30	1,890.00
W G FOREST	ASSOCIATE	2005	205.00	1.20	246.00
J T JERNEJCIC	ASSOCIATE	2002	300.00	7.50	2,250.00
J KASTIN	ASSOCIATE	2002	495.00	0.20	99.00
K R NOBLE	ASSOCIATE	2003	375.00	51.10	19,162.50
E L SHENCOPP	ASSOCIATE	2003	360.00	0.20	72.00
TOTAL				85.70	31,144.50
L C FISCHER	STAFF ATTY	1996	225.00	40.70	9,157.50
T NEUMANN	STAFF ATTY	2001	270.00	34.70	9,369.00
TOTAL				75.40	18,526.50
<b>TOTAL</b>				<b>293.30</b>	<b>USD 125,365.25</b>

**JONES DAY**

General Motors Corp.

**DISBURSEMENT SUMMARY - July 31, 2009**

Computerized Research Services	2.00
Consultants and Agents Fees	1,445.37
Courier Services	74.93
Document Reproduction Charges	776.09
Long Distance	6.00
United Parcel Service Charges	30.05
<b>TOTAL</b>	<b><u>USD 2,334.44</u></b>

**JONES DAY**

North Shore, Inc., d/b/a Muller's GMC

Page 1

07/06/09	J KENNARD	0.30	123.00
	Communicate with opposing counsel regarding status of appeal and bond, review bond (.20); leave voicemail for J. Jones (Jones Day) regarding same (.10).		
07/08/09	J J JONES	0.50	287.50
	Telephone call from I. Levin (Opposing Counsel); telephone call from T. Kennard (Jones Day); draft memo to M. Riashi (Client); draft memo to T. Kennard (Jones Day) (.20); review memo regarding research issues; draft memo regarding research issues relating to bond (.30).		
07/09/09	J J JONES	0.80	460.00
	Draft memo to T. Kennard (Jones Day) regarding research on procedural issues (.10); conference with T. Kennard (Jones Day) regarding actions to recover on bonds (.30); review memo from T. Kennard (Jones Day) (.10); multiple conferences with T. Kennard (Jones Day) regarding actions to recover bonds (.30).		
07/09/09	J KENNARD	0.80	328.00
	Review bond (.10); review emails from J. Jones (Jones Day) regarding bond (prior day); draft emails to J. Jones (Jones Day) regarding same (prior day); draft email to J. Jones (Jones Day) regarding bond issues (.10); communicate with J. Jones (Jones Day) regarding bond issues (.10); communicate regarding bond issues for research assignment on effect of bankruptcy on bonded appeal (.30); communicate with Jones Day bankruptcy attorney regarding bond issue; draft email to Jones Day bankruptcy attorney regarding same (.10); review email from J. Jones (Jones Day) regarding bond (.10).		
<b>TOTAL</b>		<b>2.40</b>	<b>USD 1,198.50</b>

**JONES DAY**Midway Motor Sales Bankruptcy

Page 1

07/17/09	J KENNARD	0.20	82.00
Draft emails to R. Rahmann (Jones Day) regarding status of dealer by matters (.10); review / revise chart on notices of bankruptcy (.10); communicate with J. Jernejcic (Jones Day) regarding same; review email regarding same.			
07/20/09	J J JONES	0.20	115.00
Review case summary and memo from T. Kennard (Jones Day) (.10); review docket, task list and summary of GM dealer cases regarding outstanding issues (.10).			
<b>TOTAL</b>		<b>0.40</b>	<b>USD 197.00</b>

**JONES DAY**

Major Cadillac, Inc.

Page 1

07/17/09	J KENNARD	0.30	123.00
Draft emails to R. Rahmann (Jones Day) regarding status of dealer by matters (.10); review / revise chart on notices of bankruptcy (.10); communicate with J. Jernejcic (Jones Day) regarding same (.10); review email regarding same.			
07/31/09	J J JONES	0.30	172.50
Conference with N. DiVita (local counsel) regarding automatic stay, claims, status, and procedural options (.30).			
<b>TOTAL</b>		<b>0.60</b>	<b>USD 295.50</b>

**JONES DAY**Michael Field LitigationPage 1

07/20/09	J KENNARD	0.30	123.00
	Review prior notices and update notice of stay chart in dealer bankruptcy cases (.10); draft email to J. Jones (Jones Day) regarding status of notices of bankruptcy and possible follow-up (.10); review prior drafts and emails related to retention application (.10).		
07/27/09	J J JONES	0.40	230.00
	Review multiple court notices regarding orders, dockets orders (.20); conference with T. Kennard (Jones Day) regarding automatic stay (.10); draft/revise multiple memoranda to C. Lesnek-Cooper (client) (.10).		
07/27/09	J KENNARD	0.30	123.00
	Review Court's ruling; review email from J. Jones (Jones Day) regarding same (.10); draft email to J. Jones (Jones Day) regarding affirmance (.10); review prior notice of bankruptcy (.10).		
<b>TOTAL</b>		<b>1.00</b>	<b>USD 476.00</b>

07/02/09	J J JONES	0.20	115.00
	Review correspondence from T. Kennard (Jones Day); review memo from T. Kennard (Jones Day); draft memo to T. Kennard (Jones Day); draft memo to Jones Day personnel (.20).		
07/06/09	J J JONES	0.20	115.00
	Review Court order regarding appeal; draft memo to T. Kennard (Jones Day); draft memo to M. Riashi (Client); review docket (.20).		
07/07/09	J KENNARD	0.20	82.00
	Review / update notice of bankruptcy chart and review prior work product related to pre-petition dealer bankruptcy cases for same (.20); communicate with J. Witalec (Jones Day) regarding status of dealer bankruptcy cases for possible notice of GM bankruptcy.		
07/08/09	J J JONES	0.50	287.50
	Review multiple memoranda from M. Riashi (Client) regarding automatic stay (.10); review motion to reconsider (.10); draft multiple memoranda to M. Riashi (Client) (.10); review research regarding automatic stay (.10); review multiple memoranda from T. Kennard (Jones Day) (.10).		
07/08/09	J KENNARD	0.30	123.00
	Review dismissal order; review motion for relief from judgment; review prior notice of bankruptcy (.10); review local rules for response deadline to motion for relief from judgment (.10); draft email to J. Jones (Jones Day) regarding motion for relief from judgment (.10); review email from J. Jones (Jones Day) regarding same.		
07/09/09	W G FOREST	1.20	246.00
	Review prior correspondence related to possible violation of automatic stay (.20); conference with J. Kennard (Jones Day) regarding response to Quinn's motion for relief from judgment (.30); review Quinn's motion for relief from judgment (.20); draft letter to opposing counsel regarding Quinn's violation of automatic stay by filing its motion for relief from judgment (.50).		
07/09/09	J J JONES	0.30	172.50
	Review multiple memoranda regarding administrative appeal (.10); review C. DeVito's (opposing counsel) filings (.10); draft memo to T. Kennard (Jones Day) (.10).		
07/09/09	J KENNARD	0.30	123.00
	Communicate with W. Forest (Jones Day) regarding possible response related to Quinn's motion for relief from judgment in light of automatic stay (.10); review emails from J. Jones (Jones Day) and W. Forest (Jones Day) regarding same (.10); draft email regarding same; review prior correspondence related to possible violation of automatic stay (.10).		
<b>TOTAL</b>		<b>3.20</b>	<b>USD 1,264.00</b>



**JONES DAY**

Napleton Motor Corporation

Page 1

07/06/09	J J JONES	0.20		115.00
	Review memo from E. Shencopp (Jones Day) regarding hearing; draft memo to E. Shencopp (Jones Day) (.10); review docket; draft memo to M. Riashi (Client) (.10).			
07/07/09	J J JONES	0.20		115.00
	Review memo regarding hearing; review memo from E. Shencopp (Jones Day); draft memo to E. Shencopp (Jones Day) (.10); draft memo to M. Riashi (Client); review memo from M. Riashi (Client) (.10).			
07/07/09	E L SHENCOPP	0.20		72.00
	Participate in status hearing with Magistrate Judge Mahoney and K. Kachmarik (Defendant's Counsel) (.10); telephone conference with K. Kachmarik (Defendant's Counsel) regarding same and e-mail J. Jones (Jones Day) and T. Kennard (Jones Day) regarding status hearing (.10).			
	<b>TOTAL</b>	<b>0.60</b>	<b>USD</b>	<b>302.00</b>

**JONES DAY**Serra Chevrolet Litigation

Page 1

07/01/09	J J JONES	0.20		115.00
	Review Court notice; review motion to withdraw; draft memo to J. Lines (Client); draft memo to T. Kennard (Jones Day) (.20).			
07/06/09	J KENNARD	0.30		123.00
	Review status of notices of automatic stay in this and other matters with J. Jones (Jones Day) and J. Jernejcic (Jones Day) (.20); review emails regarding same; update chart of notices (.10); draft emails regarding same; leave voicemails regarding same.			
<b>TOTAL</b>		<b>0.50</b>	<b>USD</b>	<b>238.00</b>

**JONES DAY**Crippen Auto Mall, Inc.

Page 1

07/06/09	J KENNARD	0.30		123.00
Review status of notices of automatic stay in this and other matters with J. Jones (Jones Day) and J. Jernejcic (Jones Day) (.10); review emails regarding same; update chart of notices (.10); draft emails regarding same; leave voicemails regarding same (.10).				
<b>TOTAL</b>		<b>0.30</b>	<b>USD</b>	<b>123.00</b>

**JONES DAY**Spitzer Buick-Cadillac, Inc.

Page 1

07/02/09	J J JONES	0.20		115.00
	Review multiple memoranda from M. Riashi (Client); review summary of protests (.10); review multiple memoranda from J. Jernejcic (Jones Day) regarding research issues; draft multiple memoranda to J. Jernejcic (Jones Day); draft memo to M. Riashi (Client) (.10)			
07/06/09	J J JONES	0.20		115.00
	Review orders from Board; review filings; multiple conferences with Jones Day personnel regarding Board files (.10); review Ohio rules; draft/revise memo to M. Riashi (Client); review memo from M. Riashi (Client) (.10).			
07/06/09	J KENNARD	0.30		123.00
	Review status of notices of automatic stay in this and other matters with J. Jones (Jones Day) and J. Jernejcic (Jones Day) (.10); review emails regarding same; update chart of notices (.10); draft emails regarding same (.10); leave voicemails regarding same.			
<b>TOTAL</b>		<b>0.70</b>	<b>USD</b>	<b>353.00</b>

**JONES DAY**Bay Chevrolet Corporation

Page 1

07/01/09	J J JONES	0.20	115.00
	Review memoranda from T. Kennard (Jones Day) and draft memo to T. Kennard (Jones Day) (.10); review correspondence; review notice (.10).		
07/01/09	J KENNARD	0.30	123.00
	Draft email to B. Greene (Seltzer Greene) regarding complaint (.10); telephone call with B. Greene (Seltzer Greene) regarding filing of notice of bankruptcy and related correspondence (.10); review email regarding same (.10).		
07/06/09	J KENNARD	0.30	123.00
	Review status of notices of automatic stay in this and other matters with J. Jones (Jones Day) and J. Jernejcic (Jones Day) (.10); review emails regarding same; update chart of notices; draft emails regarding same (.10); leave voicemails regarding same (.10).		
07/07/09	J KENNARD	0.20	82.00
	Review / update notice of bankruptcy chart and review prior work product related to pre-petition dealer bankruptcy cases for same and communicate regarding same (.20).		
<b>TOTAL</b>		<b>1.00</b>	<b>USD 443.00</b>

**JONES DAY**Drake Chevrolet Olds Pontiac, Inc.

Page 1

07/06/09	J T JERNEJCIC	0.30		90.00
	Communicate with local counsel regarding and filing notice of bankruptcy (.30).			
<b>TOTAL</b>		<b>0.30</b>	<b>USD</b>	<b>90.00</b>

**JONES DAY**Bob Hook of Shelbyville, LLC

Page 1

07/06/09	J J JONES	0.50	287.50
Meeting with T. Kennard (Jones Day) and J. Jernejcic (Jones Day) regarding stay issues and notices of filing (.20); review filings by dealer; revise status list; review memo regarding filings and docket (.20); review multiple memoranda regarding updates, withdrawals, and docket (.10).			
<b>TOTAL</b>		<b>0.50</b>	<b>USD 287.50</b>

**JONES DAY**The Robke Chevrolet Company

Page 1

07/06/09	J J JONES	0.50		287.50
	Meeting with T. Kennard (Jones Day) and J. Jernejcic (Jones Day) regarding stay issues and notices of filing (.20); review filings by dealer; revise status list; review memo regarding filings and docket (.20); review multiple memoranda regarding updates, withdrawals, and docket (.10).			
	<b>TOTAL</b>	<b>0.50</b>	<b>USD</b>	<b>287.50</b>



**JONES DAY**Thoroughbred Chevrolet, Inc.

Page 1

07/06/09	J J JONES	0.50		287.50
	Meeting with T. Kennard (Jones Day) and J. Jernejcic (Jones Day) regarding stay issues and notices of filing (.20); review filings by dealer; revise status list; review memo regarding filings and docket (.20); review multiple memoranda regarding updates, withdrawals, and docket (.10).			
	<b>TOTAL</b>	<b>0.50</b>	<b>USD</b>	<b>287.50</b>

**JONES DAY**Dobson Pontiac-GMC, Inc.

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07/01/09	J T JERNEJCIC	0.30	90.00
	Email draft bankruptcy notices to local counsel (.30).		
07/01/09	J J JONES	0.20	115.00
	Review memoranda from J. Jernejcic (Jones Day) and draft memo to J. Jernejcic (Jones Day) (.10); review notices regarding stay; review correspondence regarding stay (.10).		
07/06/09	J T JERNEJCIC	1.00	300.00
	Prepare for and meet with J. Jones (Jones Day) and T. Kennard (Jones Day) about GM cases (1.00).		
<b>TOTAL</b>		<b>1.50</b>	<b>USD 505.00</b>

**JONES DAY**Lee Motors, LLCPage 1

07/01/09	J T JERNEJCIC	0.30	90.00
	Email draft bankruptcy notices to local counsel (.30).		
07/06/09	J J JONES	0.50	287.50
	Meeting with T. Kennard (Jones Day) and J. Jernejcic (Jones Day) regarding stay issues and notices of filing (.20); review filings by dealer; revise status list; review memo regarding filings and docket (.20); review multiple memoranda regarding updates, withdrawals, and docket (.10).		
<b>TOTAL</b>		<b>0.80</b>	<b>USD 377.50</b>

**JONES DAY**Jeff Jones Chevrolet-Pontiac-Buick, Inc.

Page 1

07/01/09	J J JONES	0.20	115.00
	Review memoranda from J. Jerniejcic (Jones Day) and draft memo to Jerniejcic (Jones Day) (.10); review notices regarding stay; review correspondence regarding stay (.10).		
07/02/09	J T JERNEJCIC	0.30	90.00
	Communicate with L. Farah (Local Counsel) regarding filings of notice of bankruptcy with the Kentucky Motor Vehicle Commission (.30).		
07/07/09	J T JERNEJCIC	0.50	150.00
	Email client filed copies of notices of bankruptcy (.20); communicate with Kentucky Motor Vehicle Commission regarding notices that have been withdrawn (.30).		
<b>TOTAL</b>		<b>1.00</b>	<b>USD 355.00</b>

**JONES DAY**

Robert B. Silliman

Page 1

07/01/09	J T JERNEJCIC	3.50	1,050.00
	Research Federal rules of bankruptcy procedure and email J. Jones (Jones Day) and T. Kennard (Jones Day) on research results (3.00); review and revise bankruptcy notice filings from Kentucky. Commission cases and Silliman (.30); communicate with GMAC counsel in Silliman (.20).		
07/01/09	J T JERNEJCIC	0.30	90.00
	Email draft bankruptcy notices to local counsel (.30).		
07/01/09	J J JONES	0.50	287.50
	Review memoranda from J. Jernejcic (Jones Day) regarding removal (.10); review notices; review memo regarding GMAC (.10); review research memo regarding removal (.20); draft multiple memoranda to J. Jernejcic (Jones Day) regarding removal (.10).		
07/02/09	J T JERNEJCIC	1.00	300.00
	Communicate with N. Lee (Jones Day) regarding filings with the state and federal court (.40); review documents filed with the court (.60).		
07/02/09	J J JONES	0.20	115.00
	Review multiple memoranda from J. Jernejcic (Jones Day) regarding status; review notices (.10); review correspondence to GM; review court notices (.10).		
<b>TOTAL</b>		<b>5.50</b>	<b>USD 1,842.50</b>

**JONES DAY**

MWT, Inc. dba Montrose Chevrolet

Page 1

07/01/09	J J JONES	0.20	115.00
Review memoranda from M. Riashi (Client); review protests (.10); review correspondence; draft memoranda to M. Riashi (Client); draft memoranda to T. Kennard (Jones Day) (.10).			
07/06/09	J J JONES	0.20	115.00
Review orders from Board; review filings; multiple conferences with Jones Day personnel regarding Board files (.10); review Ohio rules; draft/revise memo to M. Riashi (Client); review memo from M. Riashi (Client) (.10).			
<b>TOTAL</b>		<b>0.40</b>	<b>USD 230.00</b>

**JONES DAY**Martin Chevrolet, Inc.

Page 1

07/06/09	J J JONES	0.20		115.00
	Review orders from Board; review filings; multiple conferences with Jones Day personnel regarding Board files (.10); review Ohio rules; draft/revise memo to M. Riashi (Client); review memo from M. Riashi (Client) (.10).			
<b>TOTAL</b>		<b>0.20</b>	<b>USD</b>	<b>115.00</b>

**JONES DAY**Spitzer Autoworld Canton, LLC

Page 1

07/06/09	J J JONES	0.20		115.00
	Review orders from Board; review filings; multiple conferences with Jones Day personnel regarding Board files (.10); review Ohio rules; draft/revise memo to M. Riashi (Client); review memo from M. Riashi (Client) (.10).			
<b>TOTAL</b>		<b>0.20</b>	<b>USD</b>	<b>115.00</b>



**JONES DAY**Digwamaje, Hermina vs General Motors

Page 1

07/01/09	R S WALKER	0.50	312.50
	Conference call with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding defense group/plaintiff attorney contacts (.50).		
07/01/09	R S WALKER	0.50	312.50
	Review and circulate collateral order materials (.50).		
07/01/09	R S WALKER	0.50	312.50
	Additional document requests review/process (.50).		
07/06/09	R S WALKER	0.50	312.50
	Defense group communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding developments and plaintiff attorney contacts (.50).		
07/07/09	R S WALKER	1.00	625.00
	Review materials and communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding class action ascertainability (1.00).		
07/08/09	R S WALKER	0.70	437.50
	Court order review/process (.20); defense group communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding developments (.50).		
07/09/09	R S WALKER	0.50	312.50
	Defense group communications with S. Srinivasan (Ford counsel), K. Hummel (IBM counsel), and J. Hirsch (Daimler counsel) regarding upcoming briefing and appeal issues (.50).		
<b>TOTAL</b>		<b>4.20</b>	<b>USD 2,625.00</b>

**JONES DAY**General Labor Advice

Page 1

07/07/09	J KASTIN	0.20		99.00
	Correspondence with Jenner & Block (Client's Corporate and Benefits Counsel) and A. Kramer (Jones Day) regarding assumption letter (.20).			
	<b>TOTAL</b>	<b>0.20</b>	<b>USD</b>	<b>99.00</b>

**JONES DAY**VEBA Litigation/Settlement Agreement

Page 1

07/08/09	S J SACHER	2.00		1,500.00
	Telephone conference with Mr. Jaworski (Client) regarding SMM timetable (.50); complete review of 7/5 Orders (1.50).			
<b>TOTAL</b>		<b>2.00</b>	<b>USD</b>	<b>1,500.00</b>

**JONES DAY**401(k) Plan Stable Value Fund Issues

Page 1

07/01/09	E MILLER	0.50	350.00
	Conference call with S. Sacher (Jones Day) on latest negotiations (.50).		
07/01/09	K R NOBLE	3.50	1,312.50
	Analyze data and stable value fund contract regarding corridor testing (3.50).		
07/01/09	S J SACHER	5.20	3,900.00
	Review and analyze Mr. Meyer's (Promark Insurance Counsel) lengthy email interpreting the wrap contracts (2.50); review data received from Mr. Hartman (GC - Subsidiary of Client) (2.50); conference with Mr. Noble (Jones Day) regarding same (.20).		
07/02/09	K R NOBLE	7.20	2,700.00
	Analyze corridor data and monumental wrap contract regarding operation and projections (7.20)		
07/02/09	S J SACHER	6.00	4,500.00
	Research regarding SVF contracts generally (4.00); response to Promark SVF wrap contract (2.00).		
07/03/09	K R NOBLE	2.00	750.00
	Review insurance company correspondence, Promark memorandum, Clifford Chance memoranda regarding interpretations of the wrap contract (2.00).		
07/04/09	K R NOBLE	2.50	937.50
	Draft issue outline concerning analysis of corridor breach (2.50).		
07/06/09	K R NOBLE	10.20	3,825.00
	Analyze Promark calculations and spreadsheet concerning historical withdrawal patterns and future predictions of withdrawal patterns (6.20); draft memorandum analyzing Promark projections (4.00)		
07/06/09	S J SACHER	4.00	3,000.00
	Review Mr. Hartman's (GC - Subsidiary of Client) emails of 7/3 and 7/5 (.30); telephone conference with Mr. Hartman (GC - Subsidiary of Client) regarding recent developments (.70); review additional data furnished to GM audit staff (3.00).		
07/07/09	K R NOBLE	10.50	3,937.50
	Draft memorandum regarding analysis of Corridor risk, Promark projections of withdrawals that count against the Corridor (10.50).		
07/07/09	S J SACHER	2.50	1,875.00
	Review data files furnished by Mr. Hartman (GC - Subsidiary of Client) (1.50); conference call regarding developments and planning with Mr. Osborne (Client), Mr. Hartman (GC - Subsidiary of Client), et al. (1.00).		
07/08/09	E MILLER	1.30	910.00
	Attend conference call on disclosure issues (1.20); conference with S. Sacher regarding same (.10).		
07/08/09	K R NOBLE	8.50	3,187.50
	Analysis regarding likelihood of Corridor breach (1.70); conference call regarding same (1.30); legal research regarding contra proferentem (4.00); review and revise memorandum regarding Corridor analysis (1.50).		
07/08/09	S J SACHER	7.00	5,250.00
	Conference call regarding accounting (1.00); draft memo of law regarding contra preferentum (6.00).		
07/09/09	E MILLER	0.50	350.00
	Conference with S. Sacher on issues notice and litigation risk (.50).		
07/09/09	K R NOBLE	6.70	2,512.50
	Review and revise memorandum regarding contra preferentum (2.70); conference calls regarding 11-K footnote regarding Promark Income Fund (1.00); review and revise 11-K footnote (3.00).		

**JONES DAY**

401(k) Plan Stable Value Fund Issues

Page 2

07/09/09	S J SACHER	7.50	5,625.00
Complete draft of legal memo and forward to Mr. Jaworski (Client) (3.50); review successive drafts of 11-K footnote and participate in two accounting conference calls regarding same (2.50); review data forwarded today by Mr. Hartman (GC - Subsidiary of Client) (1.50).			
<b>TOTAL</b>		<b>85.60</b>	<b>USD 44,922.50</b>

07/01/09	J ZÖTTL	6.50	3,412.50
EC: Attend to information gathering regarding filing preparation and draft submission regarding insolvency of Delphi (3.60); communicate with L. Kupper (Counsel to Delphi) (2.00); review 4(c) documents (.20); finalize e-mail summary to L. Kupper (Counsel to Delphi) regarding one vs two transactions/reportability (.50); call by L. Kupper (Counsel to Delphi) (.20).			
07/02/09	J ZÖTTL	2.70	1,417.50
EC: Attend to response to L. Kupper (Counsel to Delphi) on reporting requirement (transactions not being related) (1.30); various e-mails to S. Cernak (Client) and L. Kupper (Counsel to Delphi) in this context (1.20); final summary (.10); call by L. Kupper (Counsel to Delphi) (.10).			
07/03/09	J ZÖTTL	0.80	420.00
EC: Attend to power of attorney and case team allocation (.50); call by Ms. Alves (EC Commission) (.30).			
07/06/09	T NEUMANN	6.20	1,674.00
Research regarding product market definitions by EC Commission in previous decisions concerning automotive components (including gas fuel systems, pressure sensors, semiconductors and valve-train) (3.80); draft summary regarding same (2.00); correspondence with J. Zottl (Jones Day) regarding UAW revenues provided and regarding further information still required in order to prepare the updated Form CO (.40).			
07/06/09	J ZÖTTL	4.50	2,362.50
EC: Various calls and e-mails with L. Kupper, et al. (Counsel to Delphi) regarding pending data issues (1.00); revise draft Form CO text as appropriate (3.00); call by L. Kupper, et al. (Counsel to Delphi) to discuss draft (.50).			
07/07/09	T NEUMANN	3.00	810.00
Review and amendment of draft Form CO concerning GM/Delphi Steering II on the basis of the latest comments and revenue figures received (1.90); update of table of content and annexes filed and correspondence J. Zottl (Jones Day) regarding same (1.10).			
07/07/09	J ZÖTTL	4.80	2,520.00
EC: Finalize draft Form CO and coordinate various edits and data changes requested by counsel to Delphi (Lars Kupper, Erik Venot) (4.80).			
07/08/09	M A ERB	5.50	1,650.00
Preparation of filing documents (Master Disposition Agreement) (5.50).			
07/08/09	T NEUMANN	8.70	2,349.00
Preparation of M&A documentation for EC Commission filing of GM/Delphi Steering, S. Alven et al. (EC Commission), in particular, of filing folders annexes, as well as schedules and exhibits to Master Disposition Agreement (8.70).			
07/08/09	J ZÖTTL	2.00	1,050.00
EC: Finalize draft Form CO (.90); communicate with L. Kupper, et al. (Counsel to Delphi) regarding comments and edits (1.10).			
07/09/09	M A ERB	0.80	240.00
Preparation of filing documents (Master Disposition Agreement) (.80).			
07/09/09	T NEUMANN	12.30	3,321.00
Preparation of final Form CO to the EC Commission, in particular hardcopy filing folders and electronic filing (12.30).			
07/09/09	J ZÖTTL	1.50	787.50
EC: Communicate with L. Kupper, et al. (Counsel to Delphi) and T. Neumann (Jones Day) on changes to acquisition structure and comments by case team to draft Form CO (1.50).			
<b>TOTAL</b>		<b>59.30</b>	<b>USD 22,014.00</b>

**JONES DAY****Project Beam**

Page 1

07/01/09	T NEUMANN	2.50	675.00
	Review of a memorandum provided by Johanna Kubler, et al. (Counsel to Magna) to determine inclusion of all relevant subsidiaries of GME (2.00); draft list of discrepancies (.30); review of and commenting on international merger control filing assessment provided for Magna's potential investment in Opel (.20).		
07/01/09	J ZÖTTL	1.50	787.50
	EC: Review information request and transaction summary by Johanna Kubler, et al. (Counsel to Magna) (1.00); e-mails to Mr. Raux (Client) (.50).		
07/02/09	J ZÖTTL	1.50	787.50
	EC, US, Canada: Call to Mr. Raux (Client) (.30); e-mail summaries of pending matters and call by P. Glossop (Canadian Counsel to Magna) (1.20).		
07/03/09	J ZÖTTL	2.30	1,207.50
	EC: Review and revise case allocation request by Johanna Kuber (Counsel to Magna) (.30); call by Mr. Raux (Client) regarding scope of transaction and case team request (.10); review request for information regarding Powertrain by Johanna Kuber (Counsel to Magna) (1.40); summarize US facts in e-mail to US counsel to Marc Raven (Magna) (.50).		
07/06/09	T NEUMANN	2.00	540.00
	Research of product market definitions of the EC Commission in previous decisions concerning Powertrain (1.50); correspondence regarding further details required from GM with J. Zottl (Jones Day) (.50).		
07/06/09	B M NEWMAN	0.30	155.25
	Communicate with J. Zottl (Jones Day), et al. regarding HSR question (.30).		
07/06/09	J ZÖTTL	3.50	1,837.50
	EC: Various calls to Mr. Raux (Client), Mr. Masch at alt.(Client) and T. Neumann (Jones Day) regarding data gathering in response to Baker & McKenzie's information requests (2.50); summarize findings in e-mails to Johanna Kuber (Counsel to Magna) (1.00).		
07/07/09	J ZÖTTL	0.50	262.50
	Communicate with Mr. Raux (Client), Mr. Masch, et al. (Client) and counsel to Magna regarding filing requirements in the US and Canada (.50).		
<b>TOTAL</b>		<b>14.10</b>	<b>USD 6,252.75</b>

**JONES DAY**Alley's of Kingsport, Inc.

Page 1

07/08/09	J J JONES	0.20		115.00
	Review memo regarding dismissal; review stipulated dismissal (.20).			
	<b>TOTAL</b>	<b>0.20</b>	<b>USD</b>	<b>115.00</b>



**JONES DAY**Bank Holding Company

Page 1

07/06/09	P BILLOT	1.20		810.00
	Review issues and draft letters to Banque de France (.80); conference call with Banque de France regarding status (.20); discuss issues with SC (.20).			
07/06/09	S CURIEL	1.00		450.00
	Conference call with Banque de France(.80); email to GMAC (.20).			
07/07/09	S CURIEL	2.00		900.00
	Translation letter to Banque de France (2.00).			
07/09/09	P BILLOT	0.20		135.00
	Review email traffic and status (.20).			
<b>TOTAL</b>		<b>4.40</b>	<b>USD</b>	<b>2,295.00</b>

**JONES DAY****Plan B****Page 1**

07/06/09	S J SACHER	2.00	1,500.00
	Begin review of Judge Gerber's 7/5 Orders and exhibits thereto (2.00).		
07/07/09	S J SACHER	4.20	3,150.00
	Review Court's 7/5 Orders (4.20).		
07/09/09	S J SACHER	0.50	375.00
	Email and telephone conferences with Mr. Jaworski (Client) and Mr. Strasfeld (DOL) regarding update on emergence of New GM, use of SMM to provide notice to interested persons (.50).		
<b>TOTAL</b>		<b>6.70</b>	<b>USD 5,025.00</b>

R & D Center Project in China and China IP Advice

Page 1

07/01/09	OD NEE JR	1.20	780.00
E-mail from Ken Wong (GM China) regarding joint venture agreement with SAIC and international financial organizations clause (.20); prepare responsive e-mail after cross-checking contract (1.00).			
<b>TOTAL</b>		<b>1.20</b>	<b>USD 780.00</b>

Retention Issues

07/01/09	J KENNARD	1.20	492.00
	Draft emails to J. Jones (Jones Day) regarding bankruptcy retention issues and review prior emails (.30); review prior memos regarding same (.30); review GM docket for same (.30); telephone call with J. Jones (Jones Day) regarding same (.10); draft email to A. Kramer (Jones Day) regarding same (.10); communicate with Y. Mapp (Jones Day) regarding RFI related to same (.10).		
07/02/09	J KENNARD	0.50	205.00
	Draft email to A. Kramer (Jones Day) regarding bankruptcy retention documents and review draft forms (.40); leave voicemail for L. Fowler (Jones Day) regarding same (.10).		
07/05/09	J KENNARD	0.20	82.00
	Review email from J. Jones (Jones Day) regarding GM billing issues (.10); draft email to A. Kramer (Jones Day) regarding same (.10).		
07/06/09	J KENNARD	1.70	697.00
	Review emails and prior filings related to GM bankruptcy retention (.20); draft email regarding same (.10); meeting with J. Jones (Jones Day) to discuss bankruptcy retention requirements, prepare for same (.50); review / revise retention application (.70); draft email regarding same (.10); review email regarding retention (.10).		
07/07/09	J KENNARD	2.00	820.00
	Draft multiple emails regarding bankruptcy retention issues, review various emails regarding same (.30); draft declaration related to retention issues (.70); review prior declarations, filings related to retention issue (.30); review order related to retention (.10); communicate with J. Jones (Jones Day) regarding bankruptcy retention issues, prepare for same (.30); review various issues related to retention issues (.30).		
07/09/09	J KENNARD	2.00	820.00
	Communicate with L. Fowler (Jones Day) regarding information for retention application, prepare for same (.30); review materials for retention application (.80); draft emails to J. Jones (Jones Day) regarding application (.20); communicate with D. Beck (Jones Day) regarding retention, review materials for same (.50); review emails regarding retention issues (.20).		
07/10/09	D A BECK	0.30	112.50
	Conference with T. Kennard (Jones Day) regarding GM retention documents (.20); conference with L. Fischer (Jones Day) regarding same (.10).		
07/10/09	L C FISCHER	3.00	675.00
	Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (3.00).		
07/10/09	J KENNARD	2.10	861.00
	Draft emails to D. Beck (Jones Day) regarding retention application issues (.20); revise declaration in support of fee application (.70); leave voicemail for L. Fischer (Jones Day) regarding same (.10); communicate with J. Jones and D. Beck (Jones Day) regarding retention application issues, conflict checks, prepare for same (.50); review prior disclosures for same (.10); prepare draft email to A. Kramer (Jones Day) regarding retention declaration (.10); review various emails regarding retention issues (.20); telephone call with L. Fischer (Jones Day) regarding retention application, conflicts (.10); communicate with M. Hemann regarding same (.10).		
07/11/09	L C FISCHER	5.70	1,282.50
	Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (5.70).		
07/12/09	L C FISCHER	5.00	1,125.00
	Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (5.00).		
07/13/09	L C FISCHER	6.50	1,462.50
	Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (6.50).		

## JONES DAY

## Retention Issues

Page 2

07/13/09	J KENNARD	0.80	328.00
Review email from Weil regarding call on retention application (.10); draft email regarding same, review prior emails regarding retention application (.10); communicate with L. Fowler regarding retention application / declaration; review / revise declaration (.20); draft various emails related to retention application / declaration (.20); review materials for retention application / declaration (.20).			
07/14/09	D A BECK	2.30	862.50
Prepare for (.20) and participate in call with and Ledenman and Brooks (Weil) and T. Kennard (Jones Day) regarding Jones Day retention issues in GM bankruptcy (.60); follow up conversation with T. Kennard (Jones Day) regarding same (.20); revise Jones Day disclosure declaration (1.30).			
07/14/09	L C FISCHER	6.30	1,417.50
Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (3.00); draft and revise disclosure schedule (3.30).			
07/14/09	J KENNARD	3.00	1,230.00
Review trustee and Southern District of New York guidelines (.20); review / revise retention declaration (.30); draft email to D. Beck regarding fee application guidelines (.10); draft email to GM regarding retention application status (.10); communicate with L. Fowler (Jones Day) regarding retention application, guidelines (.10); review email from Weil regarding retention (.10); review email regarding retention application (.10); communicate with A. Kramer (Jones Day) regarding retention application and review materials (.20); draft email correspondence summarizing issues raised with Weil call (.20); communicate with D. Beck (Jones Day) regarding retention application issues (.20); draft various emails regarding retention application (.20); review emails regarding same (.10) revise declaration (.40); draft various emails related to retention application (.10); communicate with D. Beck (Jones Day) regarding retention application (.20); multiple calls with L. Fowler (Jones Day) regarding retention application (.10); review select backup materials regarding retention application (.20); review various emails related to retention application (.10).			
07/15/09	D A BECK	1.30	487.50
Draft and revise GM retention application (1.30).			
07/15/09	L C FISCHER	8.70	1,957.50
Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (6.00); draft and revise disclosure schedule (2.70).			
07/15/09	J KENNARD	2.50	1,025.00
Draft application in support of retention and declaration (.80); review declaration; draft email to A. Kramer (Jones Day) regarding revised retention declaration (.10); review email from A. Kramer (Jones Day) regarding declaration; draft email to L. Fischer (Jones Day) regarding retention application (.10); draft proposed order for retention; draft email to C. Oellermann (Jones Day) regarding retention motion and proposed order and review prior work product and application materials for same (.90); draft email to J. Jones (Jones Day) regarding representation of Moore for retention declaration (.10); review email from J. Jones (Jones Day) regarding same; review email from L. Fischer (Jones Day) regarding retention application and conflicts review (.10); draft various emails related to retention application; review emails related to same (.40)			
07/16/09	L C FISCHER	5.50	1,237.50
Review and analyze conflict inquiry reports in conjunction with preparation of disclosure schedule relating to potential conflicts with respect to the Firm's retention as special counsel to the Debtors (2.00); draft and revise disclosure schedule (3.50).			
07/16/09	J KENNARD	2.80	1,148.00
Review various emails and materials related to retention application materials (.40); review / revise retention declaration (.80); draft various emails regarding retention declaration (.30); telephone call with L. Fowler regarding retention declaration and review materials for same (.50); review materials for retention application (.80).			
07/17/09	D A BECK	2.40	900.00
Revise GM retention application (2.20); multiple conferences with T. Kennard regarding same (.20).			

Retention Issues

07/17/09	J KENNARD	1.20	492.00
	Multiple calls with D. Beck (Jones Day) regarding retention application (.10); review prior application of Honigman for same (.20); draft multiple emails to J. Jones (Jones Day) regarding retention application (.10); telephone call with Lederman of Weil regarding retention application (.10); review emails from J. Jones (Jones Day) regarding same (.10); review materials for retention application (.10); draft email to Brooks of Weil regarding retention application (.10); review retention declaration (.20); review related application (.10); draft email to M. Riashi (Client) regarding application (.10).		
07/18/09	J KENNARD	0.30	123.00
	Draft emails to A. Kramer, J. Jones (Jones Day) and Weil (separately) regarding retention application (.20); communicate with C. Oellermann (Jones Day) regarding retention application (.10).		
07/20/09	D A BECK	0.60	225.00
	Meet with T. Kennard and J. Jones (Jones Day) regarding conflict disclosures on GM retention application (.60).		
07/20/09	J KENNARD	2.50	1,025.00
	Telephone call with A. Kramer (Jones Day) regarding retention declaration (.10); draft email to J. Jones (Jones Day) regarding call from A. Kramer (.10); draft email to D. Beck (Jones Day) regarding retention application revisions from Weil (.10); draft emails regarding meeting on retention application, review emails (.20); communicate with L. Fischer (Jones Day) regarding retention application (.10); draft list of issues to J. Jones (Jones Day) related to retention application and declaration (.20); draft various emails related to retention application (.10); review emails from L. Fischer (Jones Day) regarding retention application (.10); meeting with J. Jones and D. Beck (Jones Day) regarding retention application (.50); prepare for meeting (.10); leave voicemail for Brooks regarding retention application, draft email regarding same (.10); voicemail from Brooks regarding retention application (.10); draft email to A. Kramer (Jones Day) regarding retention application (.10); review select back up for retention application (.30); communicate with L. Fischer (Jones Day) regarding same (.10); review select conflict report information for retention application (.20).		
07/21/09	D A BECK	0.30	112.50
	Review and comment on draft retention documents (.20); conference with T. Kennard (Jones Day) regarding same (.10).		
07/21/09	J KENNARD	2.00	820.00
	Multiple calls with L. Fowler (Jones Day) regarding retention application and review materials for same (.30); review various emails regarding retention application (.20); communicate with J. Jones (Jones Day) regarding retention application (.20); communicate with Lederman of Weil regarding application, review emails regarding same (.30); review / revise declaration (.20); review / revise email from Brooks (.10); communicate with D. Beck (Jones Day) regarding retention application (.10); review select back up for retention application (.30); review prior emails regarding retention application (.10); draft emails to A. Kramer (Jones Day) regarding retention application, review prior emails regarding same (.20).		
07/24/09	D A BECK	3.70	1,387.50
	Conference with Lederman and Brooks (Weil) and T. Kennard (Jones Day) regarding trustee comments on application (1.00); follow up with T. Kennard regarding same (.20); research various issues raised by trustee (2.50).		
07/24/09	J KENNARD	2.90	1,189.00
	Draft emails to J. Jones (Jones Day) regarding fee submission requirements, review prior emails (.20); draft email to Brooks of Weil regarding trustee comments, review email from Brooks regarding same (.10); communicate with J. Jones (Jones Day) regarding retention application comments from trustees and review materials (.30); call with Brooks regarding supplemental declaration for retention application, prepare for same (.30); draft supplemental declaration, proposed order (1.40); draft RFI on stock, claims, related emails (.20); communicate with D. Beck (Jones Day) regarding supplemental declaration, order (.30); review various emails regarding supplemental fee application materials (.10).		
07/27/09	D A BECK	2.00	750.00
	Draft materials for United States Trustee on retention (1.40); conference with J. Jones (Jones Day) regarding same (.20); meet with Jones and T. Kennard (Jones Day) regarding same (.40).		

## JONES DAY

Page 4

## Retention Issues

07/27/09	J J JONES	1.20	690.00
	Multiple conferences with T. Kennard (Jones Day); revise fee application; review filings by Weil; work on fee application; review multiple memoranda from T. Kennard (Jones Day).		
07/27/09	J KENNARD	3.20	1,312.00
	Draft emails regarding supplemental declaration and letter to trustee (today and prior day) (.30); review supplemental declaration (.30); review prior declaration and emails related to same (.20); draft email to A. Kramer (Jones Day) regarding declaration and other supplemental materials; communicate with J. Jones (Jones Day) regarding supplemental retention application declaration and order (.40); calls with A. Kramer (Jones Day) regarding supplemental retention declaration and review materials for same (.30); communicate with L. Fowler (Jones Day) regarding matters for retention application (.10); communicate with D. Beck (Jones Day) regarding supplemental declaration, draft letter, and amended proposed order and review materials for same (.90); review various emails and materials related to retention declaration (.60); draft email to Brooks regarding supplemental application materials (.10)		
07/28/09	D A BECK	1.20	450.00
	Revise GM retention declaration and correspondence with United States Trustee (.60); call with Brooks (Weil) and T. Kennard (Jones Day) regarding same (.40); follow up conference with T. Kennard regarding same (.10); conference with Jones (Jones Day) regarding supplemental disclosures in same (.10).		
07/28/09	J KENNARD	2.10	861.00
	Review emails from J. Jones (Jones Day) regarding retention application (.10); revise supplemental declaration for retention application (.40); draft emails to Brooks (Weil) regarding retention application (.10); review emails from Brooks (Weil) regarding same (.10); draft emails to A. Kramer (Jones Day) regarding declaration, review prior emails (.20); conference call with Brooks of Weil and prepare for same (.40); communicate with D. Beck (Jones Day) regarding supplemental declaration and order (.20); draft email to J. Jones (Jones Day) regarding supplemental retention application materials (.10); communicate with J. Jones (Jones Day) regarding application materials (.20); various emails regarding supplementation, review materials regarding same (.30).		
07/29/09	D A BECK	1.40	525.00
	Multiple conferences with T. Kennard (Jones Day) regarding A. Kramer supplemental declaration (.30); revise draft of same (1.10).		
07/29/09	J KENNARD	1.30	533.00
	Review email from L. Fowler (Jones Day) regarding retention application (.10); review revised proposed amended order (.10); draft email to Jones regarding revised amended proposed order (.10); draft email to D. Beck (Jones Day) regarding attachment to Pillowtex letter, draft email to Jones regarding Pillowtex disclosures, review Pillowtex letter (.20); review email from D. Beck (Jones Day); communicate with D. Beck (Jones Day) regarding retention application (.30); review supplemental retention materials (.20); review various emails related to supplemental retention (.10); communicate with J. Jones (Jones Day) regarding supplemental retention materials (.20).		
07/30/09	J KENNARD	0.20	82.00
	Communicate with D. Beck (Jones Day) regarding supplemental declaration (.10); review materials related to supplemental declaration and draft email regarding same (.10).		
07/31/09	D A BECK	0.70	262.50
	Conference with Lederman and Brooks (Weil) regarding supplemental disclosures (.20); review drafts of same (.20); conference with A. Kramer (Jones Day) regarding information requests from United States Trustee (.10); follow up conference with J. Jones (Jones Day) regarding same (.20).		
07/31/09	J KENNARD	0.70	287.00
	Multiple calls with D. Beck (Jones Day) regarding supplemental retention issues (.20); leave voicemail for J. Jones (Jones Day) regarding same (.10); draft various emails regarding supplementation retention issues (.10); review emails regarding same (.10); communicate with A. Kramer (Jones Day) regarding supplemental retention issues (.20).		

TOTAL	93.30	USD	30,354.50
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**JONES DAY**

Page 1

General Motors Corp.

Rosenthal Chevrolet

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
08/10/09	J J JONES	COL	19.11
	Consultants fees - SELTZERGREENE, PLC - Inv. 1721 6/10/2009		
08/10/09	J J JONES	COL	120.00
	Consultants fees - SELTZERGREENE, PLC - Inv. 1586 6/10/2009		
	<b>Consultants fees Subtotal</b>		<u>139.11</u>
<b>Total</b>		<b>USD</b>	<b>139.11</b>

Michael Field Litigation

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
08/10/09	J J JONES	COL	32.17
	Consultants fees - SELTZERGREENE, PLC - Inv. 1722 06/10/2009		
08/10/09	J J JONES	COL	120.00
	Consultants fees - SELTZERGREENE, PLC - Inv. 1587 06/10/2009		
	<b>Consultants fees Subtotal</b>		<u>152.17</u>
<b>Total</b>		<b>USD</b>	<b>152.17</b>

Quinn Chevrolet Buick, Inc. Protest 2

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>UNITED PARCEL SERVICE CHARGES</b>			
07/10/09	W G FOREST	COL	5.27
	United Parcel Service Charges - 07/10/2009 Christopher DeVito 00000484248299,07/18		
	<b>United Parcel Service charges Subtotal</b>		<u>5.27</u>
<b>Total</b>		<b>USD</b>	<b>5.27</b>

Valufleet LLC

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
07/07/09	J J JONES	COL	324.00
	Consultants fees - WHT Inv. 148706		
	<b>Consultants fees Subtotal</b>		<u>324.00</u>
<b>Total</b>		<b>USD</b>	<b>324.00</b>



General Motors Corp.

Bay Chevrolet Corporation

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
08/10/09	J J JONES	COL	162.50
	Consultants fees - SELTZERGREENE, PLC - Inv. 1723 07/01/2009		
	<b>Consultants fees Subtotal</b>		<u>162.50</u>
<b>Total</b>		<b>USD</b>	<b>162.50</b>

Robert B. Silliman

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COMPUTERIZED RESEARCH SERVICES</b>			
08/14/09	J T JERNEJCIC	COL	2.00
	Computerized research services - PACER SERVICE CENTER 07/01/09		
	<b>Computerized research services Subtotal</b>		<b>2.00</b>
<b>COURIER SERVICES</b>			
07/17/09	ATL ACCOUNTING	ATL	74.93
	Courier services - GEORGIA MESSENGER 07/02/2009 GWINNETT CO STATE COURT		
	<b>Courier services Subtotal</b>		<b>74.93</b>
<b>UNITED PARCEL SERVICE CHARGES</b>			
07/16/09	J T JERNEJCIC	COL	5.19
	United Parcel Service charges 02-Jul-2009		
07/16/09	J T JERNEJCIC	COL	7.20
	United Parcel Service charges 02-Jul-2009		
07/16/09	J T JERNEJCIC	COL	5.19
	United Parcel Service charges 02-Jul-2009		
07/16/09	J T JERNEJCIC	COL	7.20
	United Parcel Service charges 02-Jul-2009		
	<b>United Parcel Service charges Subtotal</b>		<u>24.78</u>
<b>Total</b>		<b>USD</b>	<b>101.71</b>

401(k) Plan Stable Value Fund Issues

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>LONG DISTANCE CHARGES</b>			
07/06/09	WAS ACCOUNTING	WAS	4.38
	Long distance charges through 07/06/2009 Billback batch: 1299 (		
	<b>Long distance charges Subtotal</b>		<u>4.38</u>
<b>Total</b>		<b>USD</b>	<b>4.38</b>

**JONES DAY**

General Motors Corp.

Page 3

Global Steering Business/Delphi

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>DUPLICATION CHARGES</b>			
07/06/09	FRA ACCOUNTING	FRA	1.05
	Duplication charges through 07/06/2009 Billback batch: 1299 (15 pages @ \$.07 per page)		
07/09/09	FRA ACCOUNTING	FRA	82.60
	Duplication charges through 07/09/2009 Billback batch: 1301 (1,180 pages @ \$.07 per page)		
07/16/09	FRA ACCOUNTING	FRA	0.14
	Duplication charges through 07/16/2009 Billback batch: 1303 (2 pages @ \$.07 per page)		
	<b>Duplication charges Subtotal</b>		<b>83.79</b>
<b>Total</b>		<b>USD</b>	<b>83.79</b>

Alley's of Kingsport, Inc.

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
07/07/09	J J JONES	COL	410.44
	Consultants fees - Wilson Worley Moore Gamble & Stout, PC - Inv. 138266 July 1-7, 2009		
07/07/09	J J JONES	COL	257.15
	Consultants fees - Wilson Worley Moore Gamble & Stout, PC - Inv. 137566 - June 26 - July 6, 2009		
	<b>Consultants fees Subtotal</b>		<b>667.59</b>
<b>Total</b>		<b>USD</b>	<b>667.59</b>

Plan B

**DISBURSEMENT DETAIL - July 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>DUPLICATION CHARGES</b>			
07/06/09	WAS ACCOUNTING	WAS	691.04
	Duplication charges through 07/06/2009 Billback batch: 1299 (9,872.00 pages @ \$.07 per page)		
07/06/09	WAS ACCOUNTING	WAS	1.26
	Duplication charges through 07/06/2009 Billback batch: 1299 (9 pages @ \$.07 per page)		
	<b>Duplication charges Subtotal</b>		<b>692.30</b>
<b>LONG DISTANCE CHARGES</b>			
07/06/09	WAS ACCOUNTING	WAS	1.62
	Long distance charges through 07/06/2009		
	<b>Long distance charges Subtotal</b>		<b>1.62</b>
<b>Total</b>		<b>USD</b>	<b>693.92</b>
<b>Grand Total</b>		<b>USD</b>	<b>2,334.44</b>

**JONES DAY**

325 JOHN H. MCCONNELL BOULEVARD, SUITE 600  
COLUMBUS, OHIO 43215-2673  
TELEPHONE: 614.469.3939 • FACSIMILE: 614.461.4198

MAILING ADDRESS:  
P.O. BOX 165017  
COLUMBUS, OHIO 43216-5017

Direct Number: (614) 281-3989  
jtkennard@jonesday.com

JP090391:cmp  
316710-810001

September 30, 2009

**VIA UPS OVERNIGHT**

Mr. Ted Stenger  
Motors Liquidation Company  
300 Renaissance Center  
Detroit, Michigan 48265

Stephen Karotkin, Esq.  
Joseph Smolinsky, Esq.  
Weil, Gotshal & Manges, LLP  
767 Fifth Avenue  
New York, New York 10153

Thomas Moers Mayer, Esq.  
Robert Schmidt, Esq.  
Kramer Levin Naftalis & Frankel, LLP  
1177 Avenue of the Americas  
New York, New York 10036

Diana G. Adams, Esq.  
Office of the United States Trustee  
33 Whitehall Street, 22nd Floor  
New York, New York 10004

Re: Jones Day Monthly Fee Statement, In re Motors Liquidation Company, et al.,  
f/k/a General Motors Corp., et al., No. 09-50026 (REG)

Dear Mr. Stenger and Counsel:

Pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professions entered August 7, 2009 ("Fee Procedure Order") and pursuant to Order Pursuant to 11 U.S.C. §§ 327(3) Authorizing the Employment and Retention of Jones Day as Special Counsel for the Debtors, Nunc Pro Tunc to the Petition Date entered August 3, 2009, this letter and its attachment serves as the Monthly Statement (as defined in the Fee Procedure Order) of Jones Day for the period ending August 31, 2009. Attached hereto is an invoice which includes: (a) a summary listing all Jones Day individuals and their respect titles who provided applicable services during the period covered by the Monthly Statement and the aggregate hours spent by each individual; (b) a summary of applicable expenses incurred and (c) detailed time entries for services rendered by Jones Day to the Debtors.

Pursuant the Court's Order, each Notice Party (as such term is defined in the Fee Procedure Order) has 15 days following receipt of this Monthly Statement to make any objections to this monthly statement. If no objections are timely made, the Debtors will be authorized to pay \$241.58, which represents 80% of the fees and 100% of the expenses identified in the attached invoice.

COI-1427637v1

Mr. Ted Stenger  
Stephen Karotkin, Esq.  
Thomas Moers Mayer, Esq.  
Diana G. Adams, Esq.  
September 30, 2009  
Page 2

Thank you for your attention to this matter. If you have any questions, please let us know.

Very truly yours,

  
J. Todd Kennard

cc: Andrew Kramer, Esq.  
Jeffrey J. Jones, Esq.

IN ACCOUNT WITH

**JONES DAY**

**Washington Office**  
51 Louisiana Avenue, N.W.  
Washington, D.C. 20001-2113  
(202) 879-3939

Please Remit To:  
P. O. Box 7805 Ben Franklin Station  
Washington, D.C. 20044

Federal Identification Number: 34-0319085

September 29, 2009

316710

Invoice: 32151965

General Motors Corporation  
300 Renaissance Center  
P.O. Box 300  
Mail Code 482-C25-C64  
Detroit, MI 48265-3000  
U.S.A.

For legal services rendered for the period through August 31, 2009:

Iten Chevrolet Co.	0.00		0.00
Major Cadillac, Inc.	0.20		115.00
Michael Field Litigation	0.20		115.00
Total Fees	0.40	USD	230.00
Total Disbursements & Charges		USD	<u>57.58</u>
<b>TOTAL</b>		<b>USD</b>	<b><u>287.58</u></b>

**JONES DAY**

General Motors Corp.

**FEE SUMMARY - August 31, 2009**

<i>Timekeeper Name</i>	<i>Title</i>	<i>Bar Year</i>	<i>Billing Rate</i>	<i>Billed Hours</i>	<i>Total Fees</i>
JJ JONES	PARTNER	1985	575.00	0.40	230.00
TOTAL				0.40	230.00
				<u>0.00</u>	<u>USD 0.00</u>

**JONES DAY**

General Motors Corp.

**DISBURSEMENT SUMMARY - August 31, 2009**

Computerized Research Services	8.08
Consultants and Agents Fees	<u>49.50</u>

**TOTAL**

**USD 57.58**

**JONES DAY**

Major Cadillac, Inc.

Page 1

08/20/09	JJ JONES	0.20	115.00
Review entry regarding dismissal; review correspondence from plaintiff; draft memo to Liquidation Motors.			
<b>TOTAL</b>		<b>0.20</b>	<b>USD 115.00</b>



**JONES DAY**

Michael Field Litigation

Page 1

08/18/09	JJ JONES	0.20		115.00
	Review Court notices; review appellate mandate; draft memo to C. Lesnek-Cooper; draft memo to T. Kenanrd; attention to docketing.			
	<b>TOTAL</b>	<b>0.20</b>	<b>USD</b>	<b>115.00</b>

**JONES DAY**

General Motors Corp.

Page 1

Iten Chevrolet Co.

**DISBURSEMENT DETAIL - August 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>CONSULTANTS FEES</b>			
09/24/09	J J JONES	COL	49.50
Consultants fees - BenePartum Law Group, P.A. Inv. 19478 7/31/2009			
<b>Consultants fees Subtotal</b>			<b>49.50</b>
<b>Total</b>			<b>USD 49.50</b>

Michael Field Litigation

**DISBURSEMENT DETAIL - August 31, 2009**

<i>Date</i>	<i>Timekeeper Name</i>	<i>Location</i>	<i>Amount</i>
<b>COMPUTERIZED RESEARCH SERVICES</b>			
08/25/09	J KENNARD	COL	8.08
Computerized research services - PACER SERVICE CENTER 07/27/09			
<b>Computerized research services Subtotal</b>			<b>8.08</b>
<b>Total</b>			<b>USD 8.08</b>
<b>Grand Total</b>			<b>USD 57.58</b>

**EXHIBIT D**

JONES DAY  
Ross S. Barr  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306

Special Counsel to the Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X
	:
<b>In re:</b>	:
	:
	: <b>Chapter 11</b>
	:
<b>MOTORS LIQUIDATION COMPANY, et al.</b>	: <b>09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.,</b>	:
	: <b>(Jointly Administered)</b>
	:
<b>Debtors.</b>	:
-----	X

**CERTIFICATION OF J. TODD KENNARD**

I, J. Todd Kennard, hereby certify that:

1. I am a partner in the law firm of Jones Day.

2. I have reviewed the First Interim Application of Jones Day, Special Counsel to the Debtors and Debtors-In-Possession, Seeking Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses for the Period From June 1, 2009 Through September 30, 2009 (the "**Application**"). Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.

3. I make this certification in accordance with General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the "**Local Guidelines**").

4. In connection therewith, I hereby certify that:

- (a) I have read the Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines (as modified by the Interim Compensation Order) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "**U.S. Trustee Guidelines**");
- (c) Except to the extent that fees or disbursements are prohibited by the Local Guidelines or the U.S. Trustee Guidelines, the fees and disbursements sought are billed at rates customarily employed by Jones Day, subject to certain discounts agreed to with the Debtors, and generally accepted by Jones Day's clients;
- (d) Based on inquiries, in incurring a reimbursable expense, Jones Day does not make a profit on that incurred expense when performed by a third party and for expenses performed by Jones Day the charge is designed to approximate the costs incurred by Jones Day; and
- (e) The Debtors, the United States Trustee and counsel to the Official Committee of Unsecured Creditors will each be provided with a copy of the Application simultaneously with the filing thereof, and will have at least ten days to review such Application prior to any objection deadline with respect thereto.

Dated: November 16, 2009  
Columbus, Ohio

/s/ J. Todd Kennard  
J. Todd Kennard

**EXHIBIT E**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
:  
**In re:** :

: **Chapter 11**  
:

**MOTORS LIQUIDATION COMPANY, et al.** :  
**f/k/a General Motors Corp., et al.,** :

: **09-50026 (REG)**  
:

: **(Jointly Administered)**  
:

**Debtors.** :  
----- X

**ORDER APPROVING FIRST INTERIM APPLICATION OF  
JONES DAY, SPECIAL COUNSEL TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Upon the first interim application (the "**Application**")<sup>1</sup> of Jones Day as special counsel for the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**") for allowance and payment of compensation and reimbursement of actual and necessary expenses incurred for the period from June 1, 2009 through September 30, 2009; and upon the certification by J. Todd Kennard (the "**Kennard Certification**") regarding the Application; the Court having reviewed the Application and the Kennard Certification, and having considered the statements of counsel and the evidence adduced with respect to the Application at a hearing before the Court (the "**Hearing**"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. § 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Application and the Hearing was sufficient under the

---

<sup>1</sup> Unless otherwise defined herein, all capitalized terms used herein shall have the meanings given to them in the Application.

circumstances and (v) in light of the circumstances, the requirement of Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be filed in support of the Motion is deemed satisfied or otherwise waived; and the Court having determined that the legal and factual bases set forth in the Application and the Kennard Certification and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. Jones Day is awarded on an interim basis compensation for professional services rendered during the Compensation Period in the amount of \$455,396.65 and reimbursement of actual and necessary expenses in the amount of \$4,359.53.
3. The Debtors are authorized and directed to pay to Jones Day the fees and expenses approved hereby that have not previously been paid.

Dated: New York, New York  
\_\_\_\_\_, 2009

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE